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*Special Counsel for the
 Official Committee of Unsecured Creditors of
 Residential Capital, LLC, et al.*

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| ----- | X | |
| | : | |
| In re: | : | Chapter 11 |
| | : | |
| RESIDENTIAL CAPITAL, LLC, <i>et al.</i> , | : | Case No. 12-12020 (MG) |
| | : | |
| Debtors. | : | Jointly Administered |
| | : | |
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**CONSOLIDATED SUMMARY SHEET FOR SECOND INTERIM FEE APPLICATION OF
 WILMER CUTLER PICKERING HALE AND DORR LLP, AS SPECIAL COUNSEL
 FOR CERTAIN REGULATORY MATTERS TO THE OFFICIAL COMMITTEE
 OF UNSECURED CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET AL.
 FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR THE REIMBURSEMENT
 OF EXPENSES FOR SERVICES RENDERED DURING THE PERIOD
FROM MAY 1, 2013 THROUGH AUGUST 31, 2013**

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| Name of Applicant: | <u>Wilmer Cutler Pickering Hale and Dorr LLP</u> |
| Authorized to Provide Professional Services to: | <u>Special Counsel for Certain Regulatory Matters to the Official Committee of Unsecured Creditors</u> |
| Date of Retention: | <u>January 25, 2013 (<i>nunc pro tunc</i> to Dec. 12, 2012)</u> |
| Period for which compensation and reimbursement is sought: | <u>May 1, 2013 through August 31, 2013</u> |
| Amount of Compensation sought as actual, reasonable and necessary for Application Period: | <u>\$246,850.00¹</u> |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary for Application Period: | <u>\$831.53</u> |
| TOTAL Amount of Compensation and Expenses sought as actual, reasonable and necessary: | <u>\$247,681.53</u> |
| TOTAL Amount Paid to WilmerHale As of Date of Filing Second Interim Fee Application: | <u>\$198,311.53</u> |

¹ This amount reflects a voluntary reduction in fees of \$13,129.00.

TOTAL Unpaid Balance Sought Herein. (The Total Unpaid Balance is calculated as of November 1, 2013, and includes the 20% prior monthly holdback on account of WilmerHale's monthly fee statements for the Second Application Period.²

\$49,370.00

This is an: X interim ___ final application.

² As a result of an overpayment by the Debtors in respect of WilmerHale's First Interim Fee Application, WilmerHale is holding a credit in favor of the Debtors in the amount of \$17,566.59, which will be applied to reduce the amount of the fees to be paid by the Debtors for the Second Application Period.

COMPENSATION BY PROFESSIONAL PERSON

**WILMER CUTLER PICKERING HALE AND DORR LLP
(MAY 1, 2013 – AUGUST 31, 2013)**

| <u>Name</u> | <u>Department</u> | <u>Year Admitted to the Bar</u> | <u>Title</u> | <u>Hours</u> | <u>Rate(\$)</u> | <u>Amount (\$)</u> |
|-----------------------------|----------------------------|---|------------------|---------------|-----------------|---------------------|
| Perlstein, William | Transactional | 1974 | Partner | 145.60 | 1,115.00 | 162,344.00 |
| Mogilnicki, Eric | Regulatory | 1986 | Partner | 16.10 | 800.00 | 12,880.00 |
| Harris Gutierrez, Franca | Regulatory | 1995 | Partner | 10.50 | 875.00 | 9,187.50 |
| Blayney, Michael | Regulatory | 1997 | Counsel | 13.90 | 735.00 | 10,216.50 |
| Cross, Meredith | Securities | 1998 | Partner | 2.20 | 1,200.00 | 2,640.00 |
| Chaudoin, Daniel | Securities | 1998 | Partner | 1.00 | 790.00 | 790.00 |
| Zepralka, Jennifer | Securities | 2004 | Partner | 3.90 | 750.00 | 2,950.00 |
| Ravenscroft, Gianna | Regulatory | 2004 | Counsel | 1.00 | 730.00 | 730.00 |
| Jack, Lisa | Transactional | 2004 | Counsel | 1.00 | 720.00 | 720.00 |
| Ewart, Lisa | Transactional | 2006 | Counsel | 14.90 | 805.00 | 11,994.50 |
| Loveland, Benjamin | Transactional | 2007 | Sr. Associate | 1.80 | 685.00 | 1,233.00 |
| McKernan, Jonathan | Regulatory | 2008 | Sr. Associate | 17.80 | 685.00 | 12,193.00 |
| Hardin, Bradford | Litigation/ Controversy | 2008 | Sr. Associate | 0.70 | 645.00 | 451.50 |
| Casto, Daniel | Regulatory | 2010 | Sr. Associate | 19.00 | 605.00 | 11,495.00 |
| Jennings, Casey | Regulatory | 2010 | Associate | 0.30 | 550.00 | 165.00 |
| Thompson, Yolande | Transactional | N/A | Paralegal | 1.70 | 350.00 | 595.00 |
| Luongo, Louise A. | Transactional | N/A | Paralegal | 18.50 | 340.00 | 6,290.00 |
| Total Legal Services | | | | 269.90 | | \$246,850.00 |

Blended Hourly Rate for Professionals: **\$961.01**

Blended Hourly Rate for Professionals and Paraprofessionals: **\$914.60**

Second Application Period Monthly Fee Statements:

| Time Period | Fees | Expenses | Fees Paid (80%) | Expenses Paid (100%) |
|--------------------|---------------------|-----------------|----------------------------|---------------------------------|
| 5/1/13 – 5/31/13 | \$123,480.50 | \$283.60 | \$98,784.40 | \$283.60 |
| 6/1/13 – 6/30/13 | \$65,639.50 | \$27.59 | \$52,511.60 | \$27.59 |
| 7/1/13 – 7/31/13 | \$26,150.50 | \$221.63 | \$20,920.40 | \$221.63 |
| 8/1/13 – 8/31/13 | \$31,579.50 | \$298.71 | \$25,263.60 | \$298.71 |
| TOTAL: | \$246,850.00 | \$831.53 | \$197,480.00 | \$831.53 |

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*Special Counsel for the
Official Committee of Unsecured Creditors of
Residential Capital, LLC, et al.*

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| | : |
| In re: | : Chapter 11 |
| | : |
| RESIDENTIAL CAPITAL, LLC, <i>et al.</i> , | : Case No. 12-12020 (MG) |
| | : |
| Debtors. | : Jointly Administered |
| | : |
| ----- | x |

SECOND INTERIM FEE APPLICATION OF WILMER CUTLER PICKERING HALE AND DORR LLP, AS SPECIAL COUNSEL FOR CERTAIN REGULATORY MATTERS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET AL. FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR THE REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE PERIOD FROM MAY 1, 2013 THROUGH AUGUST 31, 2013

Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”), special counsel for certain regulatory matters to the Official Committee of Unsecured Creditors (the “Committee”) of Residential Capital, LLC, *et al.* and certain of its subsidiaries and affiliates (collectively, the “Debtors”), hereby submits this second interim fee application (the “Application”) for the period from May 1, 2013 through August 31, 2013 (the “Second Application Period”) pursuant to 11 U.S.C. §§ 330 and 331 for interim allowance of compensation for professional services rendered and for reimbursement of expenses incurred in connection therewith and respectfully represents:

I. INTRODUCTION

1. This Application is submitted pursuant to the terms of 11 U.S.C. §§ 330 and 331, the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 797] (the “Interim Compensation Order”), the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases effective as of February 5, 2013, together with the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Guidelines”), and applicable requirements established by the Office of the United States Trustee (as amended, the “UST Guidelines”), seeking an interim payment on account of **\$247,681.53** in fees and expenses, as more fully described herein.

2. Pursuant to the Interim Compensation Order, WilmerHale seeks the interim award and payment of **\$246,850.00** in fees and **\$831.53** for reimbursement of its expenses relating to services rendered on behalf of the Committee during the Second Application Period (collectively, the “Application Amount”).¹ The Application Amount includes **\$49,370.00** (the “Holdback”), which represents 20% of the fees requested by WilmerHale that have been “held back” by the Debtors on account of the monthly fee statements for the Second Application Period in accordance with the Interim Compensation Order pending interim approval of this Application.

II. JURISDICTION AND VENUE

3. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of chapter 11 of title 11 of the United States Code (the

¹ WilmerHale already has received **\$197,480.00** of the fees and **\$831.53** of the expenses sought herein pursuant to its submission of, and the Debtors’ payment on, the four monthly fee statements for the Second Application Period.

“Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures, Local Bankruptcy Rule 2016-1 and the UST Guidelines.

III. BACKGROUND

4. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On the Petition Date, the Debtors also jointly filed motions or applications seeking certain “first day” orders, including an order to have these cases jointly administered.

5. On May 16, 2012, the Office of the United States Trustee appointed the Committee [Docket No. 102], which consists of the following nine members: (i) Wilmington Trust, N.A.; (ii) Deutsche Bank Trust Company Americas; (iii) The Bank of New York Mellon Trust Company, N.A.; (iv) MBIA Insurance Corporation; (v) Rowena L. Drennen; (vi) AIG Asset Management (U.S.), LLC; (vii) U.S. Bank National Association; (viii) Allstate Life Insurance Company; and (ix) Financial Guaranty Insurance Company. At a meeting of the Committee held on May 16, 2012, the Committee voted to retain Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) as its bankruptcy counsel.

6. By Order dated November 16, 2012, the Court approved the Committee’s retention of Kramer Levin as its bankruptcy counsel *nunc pro tunc* to May 16, 2012 [Docket No. 777].

Retention of WilmerHale

7. At a meeting of the Committee held on December 12, 2012, the Committee voted to retain WilmerHale as its special counsel for certain regulatory matters.

8. On January 7, 2013, the Committee filed its Notice of Presentment of Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the

Retention of Wilmer Cutler Pickering Hale and Dorr LLP as Special Counsel for Certain Regulatory Matters to the Official Committee of Unsecured Creditors Effective as of December 12, 2012 [Docket No. 2571].

9. On January 25, 2013, the Court approved WilmerHale's retention as special counsel *nunc pro tunc* to December 12, 2012 (the "Retention Order") [Docket No. 2716]. Pursuant to the Retention Order, WilmerHale is authorized to be compensated on an hourly basis for professional services rendered to the Committee and reimbursed for actual and necessary expenses incurred by WilmerHale in connection therewith.

10. Since December 12, 2012, and during the Second Application Period, WilmerHale has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of the issues in these chapter 11 cases and the need to act or respond to such issues on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by WilmerHale personnel from several legal disciplines, on an as-needed basis. WilmerHale respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

Payments to WilmerHale

11. During the Second Application Period, other than pursuant to the Interim Compensation Order, WilmerHale has received no payment and no promises for payment from any source for services rendered in connection with these chapter 11 cases. There is no agreement or understanding between WilmerHale and any other person (other than with

members of WilmerHale) for the sharing of compensation to be received for the services rendered in these chapter 11 cases.

12. Pursuant to the Interim Compensation Order, during the Second Application Period, WilmerHale sent to the Debtors and the appropriate notice parties its: (i) Fifth Monthly Fee Statement, dated July 1, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period May 1, 2013 through May 31, 2013 in the amounts of \$123,480.50 for fees and \$283.60 for expenses; (ii) Sixth Monthly Fee Statement, dated July 26, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period June 1, 2013 through June 30, 2013 in the amounts of \$65,639.50 for fees and \$27.59 for expenses; (iii) the Seventh Monthly Fee Statement, dated August 28, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period July 1, 2013 through July 31, 2013 in the amounts of \$26,150.50 for fees and \$221.63 for expenses; and (iv) the Eighth Monthly Fee Statement, dated September 25, 2013 for Compensation and for Reimbursement of Expenses for Services Rendered during the Period August 1, 2013 through August 31, 2013 in the amounts of \$31,579.50 for fees and \$298.10 for expenses.

13. Pursuant to the Interim Compensation Order, as of the date of this Application, WilmerHale has received payment of 80% of the fees requested and 100% of the expenses requested, respectively, with respect to the four monthly fee statements for the Second Application Period. WilmerHale requests that 100% of its requested fees and 100% of the expenses, including the Holdback amount, be approved in full.²

14. To the extent that time or disbursement charges for services rendered or expenses incurred relate to the Second Application Period, but were not processed before the preparation

² As a result of an overpayment by the Debtors in respect of WilmerHale's First Interim Fee Application, WilmerHale is holding a credit in favor of the Debtors in the amount of \$17,566.59, which will be applied to reduce the amount of the fees to be paid by the Debtors for the Second Application Period.

of this Application, WilmerHale reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

Compliance with Guidelines

15. Pursuant to the Local Guidelines, a certification regarding compliance with the same is annexed hereto as Exhibit A.

16. WilmerHale maintains computerized records of the time spent by all WilmerHale attorneys and paraprofessionals in connection with the Debtors' chapter 11 cases. Pursuant to the UST Guidelines, cover sheets are appended hereto, containing (i) the total compensation and expenses requested and any amounts previously requested (there has been no compensation or expenses previously awarded by the Court, although approval for the monthly fee statements for the Second Application Period is pending); (ii) the name and applicable billing rate for each person who billed time during the Second Application Period, and the date of bar admission for each attorney; (iii) the total number of hours billed and total amount of billing for each person who billed time during the Second Application Period; and (iv) the computation of the blended hourly rate for persons who billed time during the Second Application Period, excluding paralegal or paraprofessional time. Additionally, annexed hereto as Exhibit B is a summary of the expenses incurred by WilmerHale during the Second Application Period, and annexed hereto as Exhibit C is a summary of the number of hours and amounts billed by WilmerHale during the Second Application Period, organized by project category representing **249.70** hours of professional services and **20.20** hours of paraprofessional services.

17. In accordance with the UST Guidelines, WilmerHale makes the following representations³:

(a) The Committee has been given an opportunity to review this Application and has approved the amount requested herein.

(b) On July 4, 2013, the Debtors and the Committee submitted the initial Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors (“Disclosure Statement”). [Docket No. 4157]. The Court approved a revised version of the Disclosure Statement on August 23, 2013 following a hearing held on August 21, 2103 [Docket No. 4809]. Solicitation versions of the Disclosure Statement and Joint Chapter 11 Plan were filed on August 23, 2013 [Docket No. 4819]. A hearing on confirmation of the Chapter 11 Plan is scheduled for November 19, 2013. WilmerHale continues to provide the Committee with advice related to confirmation of the Plan.

(c) To the best of WilmerHale’s knowledge, all quarterly fees have been paid to the United States Trustee and all monthly operating reports have been filed.

IV. SUMMARY OF SERVICES RENDERED

18. The following summary of services rendered during the Second Application Period is not intended to be a detailed description of the work performed. Rather, it is merely an attempt to highlight certain of those areas in which services were rendered to the Committee. A more detailed description of the services performed during the Second Application Period can be

³ The information discussed in UST Guidelines § II(B)(3) is located in the Monthly Operating Reports filed by the Debtors, the most recent of which was filed by the Debtors on October 25, 2013 [Docket No. 5515].

found in WilmerHale's monthly fee statements for this application period, which were previously sent to the notice parties.⁴

(i) Meetings of and Communications with Creditors (B150)

Total Hours: 78.10

Total Fees: \$84,307.50

- WilmerHale apprised the Committee of all material developments during the Second Application Period through detailed memoranda and, as appropriate, conference calls or in-person meetings with all or a portion of the Committee.
- WilmerHale participated in meetings and telephone conferences with the Committee covering an array of issues arising in the chapter 11 cases, including issues relating to potential claims by various entities, the Disclosure Statement, the Plan, and the Plan Support Agreement and related mediation, particularly with respect to issues involving governmental and regulatory entities.

(ii) Fee/Employment Applications (B160)

Total Hours: 23.90

Total Fees: \$9,647.50

- WilmerHale prepared and filed four monthly fee statements and its first interim fee application in accordance with the Interim Compensation Order.

(iii) Plan and Disclosure Statement (including Business Plan) (B320)

Total Hours: 18.70

Total Fees: \$16,719.00

- WilmerHale reviewed, commented on, and conferred with the Committee and Kramer Levin regarding the Plan and Disclosure Statement, with a particular focus on regulatory issues.

(iv) Court Hearings (C100)

Total Hours: 10.30

Total Fees: \$11,484.50

- WilmerHale attended chambers conferences and court hearings in connection with the independent foreclosure review process, Federal Reserve Board Consent Order, Plan Support Agreement, and Disclosure Statement.

(v) Meetings with Governmental and Regulatory Entities (D100)

Total Hours: 1.60

⁴ The previously served monthly fee statements are attached hereto as Exhibits D-G. Parties in interest required to be served with monthly fee statements pursuant to the Interim Compensation Order have previously been served with such records. Copies of these records will be made available to other parties in interest upon request.

Total Fees: \$1,784.00

- WilmerHale had teleconferences and email communications with representatives of governmental and regulatory entities in connection with the independent foreclosure review settlement process and related issues.

(vi) **Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel (D101)**

Total Hours: 137.30

Total Fees: \$122,907.50

- WilmerHale researched, drafted memoranda, and discussed internally and with Kramer Levin and other Committee professionals issues relating to (1) the mortgage settlement, including Servicemembers' Civil Relief Act issues and related reviews; (2) the formation of the liquidating trust, including treatment under securities laws, regulatory issues, limitations on acquisition of assets, mortgage licensing requirements, and bank holding act restrictions; (3) the Federal Reserve Board settlement; (4) the DOJ/AG settlement; and (5) regulatory issues relating to the Plan and the Liquidating Trust Agreement.

V. ALLOWANCE OF COMPENSATION

19. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331. Moreover, this Court has authorized the filing of this Application in the Interim Compensation Order.

20. With respect to the level of compensation, 11 U.S.C. § 330(a)(1) provides, in pertinent part, that the Court may award to a professional person "reasonable compensation for actual, necessary services rendered" Section 330(a)(3)(A) provides that

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

(A) the time spent on such services;

- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

21. The total time spent by WilmerHale attorneys and paraprofessionals during the Second Application Period was **269.90** hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task. As shown by this Application and supporting documents, WilmerHale spent its time economically and without unnecessary duplication of time.

22. The fees charged by WilmerHale in these cases are billed in accordance with its agreed-upon billing rates and procedures in effect during the Second Application Period.

23. The professional services rendered by WilmerHale required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch. The professional services have, therefore, required WilmerHale to expend substantial time and effort. It is respectfully submitted that the services rendered to the Committee were necessary and beneficial to the administration of the chapter 11 cases, and were performed efficiently, effectively and

economically. The results obtained to date have benefited not only the members of the Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

24. Most of the services performed by partners, counsel and associates at WilmerHale were rendered by WilmerHale's bankruptcy and financial restructuring group. WilmerHale has a prominent practice in this area and has represented various debtors and creditors committees. Due to the facts and circumstances of the Debtors' chapter 11 cases, attorneys from WilmerHale's regulatory and government affairs and litigation practice groups have also been involved with WilmerHale's representation of the Committee. WilmerHale brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors, the Committee and all stakeholders.

25. WilmerHale charges for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to sections 328(a), 1103(a) and 330 of the Bankruptcy Code. The hourly rates are subject to periodic adjustments in order to reflect economic and other conditions. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

26. Pursuant to the Interim Compensation Order, WilmerHale's monthly fees are subject to a 20% "holdback." The amount of WilmerHale's Holdback for the four monthly fee statements filed during the Second Application Period ending August 31, 2013 is **\$49,370.00**.⁵ WilmerHale requests that all of its fees and expenses, including the Holdback amount, be approved.

⁵ This amount represents 20% of the fees requested by WilmerHale that have been "held back" by the Debtors on account of the four monthly fee statements for the Second Application Period in accordance with the Interim Compensation Order pending interim approval of this Application.

27. WilmerHale incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the amount of **\$831.53** for which WilmerHale respectfully requests reimbursement in full. The disbursements and expenses have been incurred in accordance with WilmerHale's normal practice of charging clients for expenses clearly related to and required by particular matters. WilmerHale has endeavored to minimize these expenses to the fullest extent possible.

28. For the purpose of setting billing rates, WilmerHale does not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Instead, to the extent such expenses are incurred, WilmerHale itemizes the related charges. WilmerHale believes that it is fairest to charge each client only for the services actually used in performing services for it. In these proceedings, WilmerHale charges \$0.10 per page for internal duplicating. WilmerHale has made every effort to minimize its expenses in these cases. The actual expenses incurred in providing professional services to the Committee were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Committee.

29. In summary, the services rendered by WilmerHale were necessary and beneficial to the Debtors and their estates, and were consistently performed in a timely manner commensurate with the complexity, importance, novelty and nature of the issues involved. Accordingly, WilmerHale respectfully submits that approval of the compensation and expense reimbursement sought herein is warranted.

30. No prior application has been made in this Court or in any other court for the relief requested herein for the Second Application Period.

WHEREFORE, WilmerHale respectfully requests that this Court enter an order:

- (a) approving the allowance of **\$246,850.00** for compensation for professional services rendered to the Committee during the period from May 1, 2013 through and including August 31, 2013;
- (b) approving the reimbursement of WilmerHale's out-of-pocket expenses incurred in connection with the rendering of such services during the period May 1, 2013 through and including August 31, 2013 in the amount of **\$831.53**;
- (c) authorizing and directing the Debtors to pay the fees and expenses awarded, including but not limited to the Holdback; and
- (d) granting to WilmerHale such other and further relief as this Court may deem just and proper.

Dated: New York, New York
November 18, 2013

**WILMER CUTLER PICKERING
HALE AND DORR LLP**

/s/ William J. Perlstein

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*Special Counsel for the
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EXHIBIT A

Certification

William J. Perlstein
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| | : | |
| Debtors. | : | Jointly Administered |
| | : | |
| ----- | X | |

**CERTIFICATION IN RESPECT OF SECOND INTERIM APPLICATION OF
WILMER CUTLER PICKERING HALE AND DORR LLP, AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
RESIDENTIAL CAPITAL, LLC, ET AL.
FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR
THE REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM MAY 1, 2013 THROUGH AUGUST 31, 2013**

I, William J. Perlstein, hereby certify that:

1. I am a partner with the applicant firm, Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”), with responsibility for WilmerHale’s representation as special counsel for certain regulatory matters to the Official Committee of Unsecured Creditors (the “Committee”) in the chapter 11 cases of Residential Capital, LLC, *et al.* (the “Debtors”).

I submit this certification (“Certification”) pursuant to the terms of 11 U.S.C. §§ 330 and 331, the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 797] (the “Interim Compensation Order”), the Amended Guidelines for Fees and Disbursements for Professionals in the Southern

District of New York Bankruptcy Cases effective as of February 5, 2013, together with the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Guidelines”), and applicable requirements established by the Office of the United States Trustee (as amended, the “UST Guidelines”).

2. This Certification relates to WilmerHale’s interim application, dated November 18, 2013 (the “Application”), for compensation and reimbursement of expenses for the period commencing May 1, 2013 through and including August 31, 2013 in accordance with the Local Guidelines.
3. With respect to section B.1 of the Local Guidelines, I certify that:
 - a. I have read the Application;
 - b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines and UST Guidelines;
 - c. except to the extent that fees or disbursements are prohibited by the Local Guidelines or the UST Guidelines, the fees and expense reimbursements sought are billed at rates customarily employed by WilmerHale in bankruptcy matters of this type and generally accepted by WilmerHale’s clients in such matters; and
 - d. in providing a reimbursable service, WilmerHale does not make a profit on that service, whether the service is performed by WilmerHale in-house or through a third party.
4. With respect to section B.2 of the Local Guidelines, I certify that, in accordance with the terms of the Interim Compensation Order, WilmerHale has complied with the provision

requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of WilmerHale's fees and disbursements accrued during the previous month.

5. With respect to section B.3 of the Local Guidelines, I certify that counsel for the Debtors, the United States Trustee and the chairs of the Committee are each being provided with a copy of this Application at least 14 days before the hearing date set by the Court or any applicable rules for filing fee applications.

Dated: November 18, 2013
New York, New York

/s/ William J. Perlstein
William J. Perlstein
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Tel: (212) 230-8800
Fax: (212) 230-8888

EXHIBIT B

Application - Expenses

EXPENSES

WILMER CUTLER PICKERING HALE AND DORR LLP
(MAY 1, 2013 – AUGUST 31, 2013)

| Description | Total |
|------------------------|-----------------|
| COURIER SERVICES | 500.92 |
| FEDERAL EXPRESS | 38.98 |
| PHOTOCOPY (COLOR) | 7.70 |
| PHOTOCOPY | 19.80 |
| COMPUTERIZED RESEARCH | 264.13 |
| Total Expenses: | \$831.53 |

EXHIBIT C

Application – Summary by Project Category

SUMMARY BY PROJECT CATEGORY

WILMER CUTLER PICKERING HALE AND DORR LLP
(MAY 1, 2013 – AUGUST 31, 2013)

| Task | Description | Hours | Value |
|------------------------------|---|---------------|---------------------|
| B150 | Meetings of and Communications with Creditors | 78.10 | 84,307.50 |
| B160 | Fee/Employment Applications | 23.90 | 9,647.50 |
| B320 | Plan and Disclosure Statement (including Business Plan) | 18.70 | 16,719.00 |
| C100 | Court Hearings | 10.30 | 11,484.50 |
| D100 | Meetings with Governmental and Regulatory Entities | 1.60 | 1,784.00 |
| D101 | Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel | 137.30 | 122,907.50 |
| Total Legal Services: | | 269.90 | \$246,850.00 |

EXHIBIT D

Fifth Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

| | |
|--------------|---------------|
| Invoice Date | 06/28/13 |
| Invoice No. | 2237348 |
| Matter No. | 2208539-00120 |

FOR LEGAL SERVICES RENDERED through May 31, 2013 in connection
with the Banking Advice matter, as detailed on the attached.

| | |
|-------------------------|-----------------------------|
| Total Legal Services | \$ 123,480.50 |
| Total Disbursements | <u>283.60</u> |
| Total Amount Due | <u>\$ 123,764.10</u> |

| Date | Timekeeper | Hours | Value | Description |
|--|--------------------|-------|-----------|--|
| <u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u> | | | | |
| 05/02/13 | Perlstein, William | 7.50 | 8,362.50 | ATTEND ALL DAY MEDIATION SESSION |
| 05/02/13 | Perlstein, William | 1.50 | 1,672.50 | ATTEND CREDITORS COMMITTEE MEETING |
| 05/06/13 | Perlstein, William | 0.80 | 892.00 | CONFERENCE CALL WITH FULL CREDITORS COMMITTEE RE ALLY |
| 05/09/13 | Perlstein, William | 1.20 | 1,338.00 | PARTICIPATE IN FULL CREDITORS COMMITTEE CALL RE TERM SHEET AND PLAN SUPPORT AGREEMENT |
| 05/09/13 | Perlstein, William | 10.00 | 11,150.00 | ATTEND MEDIATION SESSION AT KRAMER LEVIN WITH JUDGE PECK |
| 05/10/13 | Perlstein, William | 8.00 | 8,920.00 | ATTEND ALL DAY MEDIATION AT KRAMER LEVIN WITH JUDGE PECK |
| 05/12/13 | Perlstein, William | 4.50 | 5,017.50 | PARTICIPATE IN FULL CREDITORS COMMITTEE CALL RE TERM SHEET AND PLAN SUPPORT AGREEMENT (3.2); SECOND FULL CREDITORS COMMITTEE CALL RE TERM SHEET AND PLAN SUPPORT AGREEMENT (1.3) |
| 05/13/13 | Perlstein, William | 1.30 | 1,449.50 | FULL CREDITORS COMMITTEE TELECONFERENCE RE FINAL TERM SHEET ISSUES |
| 05/20/13 | Perlstein, William | 2.00 | 2,230.00 | ATTEND FULL CREDITORS COMMITTEE MEETING RE TERM SHEET, DISTRIBUTION ISSUES |
| 05/22/13 | Perlstein, William | 1.00 | 1,115.00 | ATTEND FULL CREDITORS COMMITTEE CONFERENCE CALL RE TERM SHEET STATUS |
| 05/29/13 | Blayney, Michael | 1.90 | 1,396.50 | PREPARE FOR (.3) ATTEND COMMITTEE CONFERENCE CALL (1.5); CONFER WITH MS. HARRIS GUTIERREZ RE: RESULTS OF COMMITTEE CONFERENCE CALL (.1) |
| 05/29/13 | Perlstein, William | 1.50 | 1,672.50 | CONFERENCE CALL WITH FULL CREDITORS COMMITTEE RE IFR SETTLEMENT, PLAN SUPPORT AGREEMENT STATUS |
| | | 41.20 | 45,216.00 | |
| <u>B160 - FEE/EMPLOYMENT APPLICATIONS</u> | | | | |
| 05/01/13 | Thompson, Yolande | 0.40 | 140.00 | PREPARE SERVICE MATERIALS AND SERVE THIRD MONTHLY FEE STATEMENT |
| 05/14/13 | Luongo, Louise A. | 1.50 | 510.00 | PREPARATION OF FOURTH MONTHLY FEE |

| Date | Timekeeper | Hours | Value | Description |
|-----------|-------------------|-------|----------|---|
| STATEMENT | | | | |
| 05/20/13 | Luongo, Louise A. | 1.00 | 340.00 | REVIEW COMMENTS MADE BY MS. EWART AND ATTEND TO FINALIZING FOURTH MONTHLY FEE STATEMENT |
| 05/29/13 | Luongo, Louise A. | 0.80 | 272.00 | PREPARE SUMMARY CHARTS TO INCLUDE IN FOURTH MONTHLY FEE STATEMENT (.5); PREPARE LETTER TO MORRISON & FOERSTER REGARDING FOURTH MONTHLY FEE STATEMENT (.3) |
| 05/29/13 | Thompson, Yolande | 0.40 | 140.00 | PREPARE SERVICE MATERIALS AND SERVE FOURTH MONTHLY FEE STATEMENT |
| | | 4.10 | 1,402.00 | |

C100 - COURT HEARINGS

| | | | | |
|----------|--------------------|------|----------|--|
| 05/29/13 | Perlstein, William | 2.00 | 2,230.00 | ATTEND CHAMBERS CONFERENCE RE IFR, STATUS CONFERENCE BEFORE JUDGE GLENN RE PSA |
| | | 2.00 | 2,230.00 | |

D100 - MEETINGS WITH GOVERNMENTAL AND REGULATORY ENTITIES

| | | | | |
|----------|--------------------|------|----------|--|
| 05/03/13 | Perlstein, William | 0.70 | 780.50 | TELECONFERENCE WITH TREASURY RE CASE STATUS; EMAIL KRAMER, MOELIS RE SAME |
| 05/30/13 | Perlstein, William | 0.90 | 1,003.50 | CONFERENCE CALL WITH MR. ASHTON AND MR. SUTTON (FRB), MR. IRELAND (MOFO) RE IFR SETTLEMENT PROCESS AND ISSUES (.7); FOLLOW-UP CALL WITH MR. IRELAND RE SAME (.2) |
| | | 1.60 | 1,784.00 | |

D101 - RESEARCH AND OTHER LEGAL SERVICES PROVIDED BY WILMERHALE IN CONNECTION WITH ITS ROLE AS SPECIAL COUNSEL

| | | | | |
|----------|---------------------|------|----------|---|
| 05/01/13 | Chaudoin, Daniel | 1.00 | 790.00 | TELECONFERENCE WITH MR. HARDIN, MR. PERLSTEIN RE MORTGAGE SETTLEMENT, SERVICEMEMBERS' CIVIL RELIEF ACT ("SCRA") ISSUES (.7); CONFER WITH MS. HARRIS GUTIERREZ RE GOAL MORTGAGE SETTLEMENT TESTING, SCRA, RELATED ISSUES (.3); |
| 05/01/13 | Hardin, Bradford D. | 0.70 | 451.50 | TELECONFERENCE WITH MR. PERLSTEIN, MR. CHAUDOIN. RE COSTS OF MORTGAGE FORECLOSURE, SCRA REVIEWS |
| 05/01/13 | Perlstein, William | 2.30 | 2,564.50 | TELECONFERENCE WITH RESCAP, FTI, |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------------|-------|----------|--|
| | | | | ALIX RE FRB CLAIMS (.7); EMAILS WITH MR. MANNAL, MR. HOLTZ RE FRB CLAIMS (.3); REVIEW POST CONFIRMATION STRUCTURE MATERIALS RE FEDERAL LAW ISSUES (.4); RECOVERY WATERFALL MEMO FROM KRAMER (.4); SEVERAL FOLLOW-UP EMAILS TO KRAMER, ALIX RE IFR CLAIM (.5) |
| 05/03/13 | Blayney, Michael | 0.30 | 220.50 | REVIEW IFR REMEDIATION FRAMEWORK DOCUMENTS RECEIVED FROM MS. HARRIS GUTIERREZ |
| 05/03/13 | Blayney, Michael | 0.40 | 294.00 | REVIEW SETTLEMENT DOCUMENTS RECEIVED FROM MR. PERLSTEIN |
| 05/03/13 | Blayney, Michael | 0.50 | 367.50 | CONFER WITH MS. HARRIS GUTIERREZ, MS. EWART, MR. PERLSTEIN RE: STATUS OF SETTLEMENT DISCUSSIONS, OPEN ISSUES |
| 05/03/13 | Ewart, Lisa | 3.20 | 2,576.00 | CONFER WITH MR. PERLSTEIN RE MEETING WITH KRAMER LEVIN AND RESEARCH QUESTIONS (.4); PARTICIPATE IN CALL WITH TEAM MEMBERS RE STATUS OF CASE AND RESEARCH ISSUES (.5); RESEARCH SCRA AND TREATMENT OF SCRA CLAIMS IN BANKRUPTCY (1.9); CONFER WITH MS. JACK TO OBTAIN BACKGROUND INFORMATION ON SCRA (.4) |
| 05/03/13 | Harris Gutierrez, Franca | 0.50 | 437.50 | TELECONFERENCE WITH MR. PERLSTEIN, MS. EWART AND MR. BLAYNEY RE RESCAP DEVELOPMENTS |
| 05/03/13 | Jack, Lisa | 1.00 | 720.00 | TELEPHONE CONFERENCE WITH MS. EWART REGARDING SCRA AND DEPARTMENT OF JUSTICE SETTLEMENT AGREEMENT PROVISIONS RELATING TO SCRA (.4); FOLLOW-UP EMAILS TO MS. EWART REGARDING SAME (.6) |
| 05/03/13 | Mogilnicki, Eric | 0.10 | 80.00 | CONFER WITH MS. EWART RE CFPB JURISDICTION |
| 05/03/13 | Perlstein, William | 0.90 | 1,003.50 | CONFER WITH MS. EWART RE RESEARCH ISSUES FOR PLAN (.4); TELECONFERENCE WITH MR. NEWELL, MS. HARRIS GUTIERREZ, MS. EWART RE GOVERNMENT ISSUES IN PLAN (.5) |
| 05/06/13 | Ewart, Lisa | 2.40 | 1,932.00 | RESEARCH RE SCRA AND STATUS OF CLAIMS IN BANKRUPTCY |
| 05/06/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | CONFER WITH MR. NEWELL RE CLAIMS ANALYSIS FOR NATIONWIDE MORTGAGE |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------------|-------|----------|---|
| | | | | LICENSING SYSTEM SCRA LOOKBACK |
| 05/06/13 | Perlstein, William | 1.90 | 2,118.50 | READ COMMITTEE DRAFT LETTER TO ALLY AND ATTACHMENTS (.4); READ STN FILINGS (1.3); REVIEW NEW DRAFT LETTER (.2) |
| 05/07/13 | Ewart, Lisa | 3.20 | 2,576.00 | RESEARCH RE SCRA AND STATUS OF CLAIMS IN BANKRUPTCY (1.8); DRAFT AND SEND DETAILED EMAIL TO TEAM WITH RESULTS OF RESEARCH (1.4) |
| 05/08/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | REVIEW SCRA CLAIM TREATMENT ANALYSIS |
| 05/08/13 | Perlstein, William | 0.70 | 780.50 | REVIEW RULE 60 MOTION MATERIALS, TELECONFERENCE WITH MR. O'NEILL (KRAMER) RE SAME (.4); ATTEND TO CORPORATE PLAN ISSUES (.3) |
| 05/09/13 | Ewart, Lisa | 1.50 | 1,207.50 | REVIEW NO ACTION LETTERS TO DETERMINE TREATMENT OF LIQUIDATING TRUSTS UNDER THE SECURITIES LAWS AND SEND EMAIL WITH RESULTS OF INITIAL REVIEW |
| 05/09/13 | Perlstein, William | 0.30 | 334.50 | REVIEW TERM SHEET DRAFTS |
| 05/09/13 | Perlstein, William | 0.40 | 446.00 | EMAILS WITH MR. ECKSTEIN, MR. COLEMAN RE TERM SHEET ISSUES |
| 05/12/13 | Perlstein, William | 0.30 | 334.50 | REVIEW DRAFT TERM SHEET |
| 05/13/13 | Ewart, Lisa | 0.30 | 241.50 | CORRESPOND WITH TEAM MEMBERS RE POTENTIAL SECURITIES LAW ISSUES |
| 05/13/13 | Harris Gutierrez, Franca | 0.80 | 700.00 | TELECONFERENCE WITH MR. PERLSTEIN RE SETTLEMENT (.3); REVIEW PSA AND TERM SHEET (.5) |
| 05/13/13 | Perlstein, William | 1.00 | 1,115.00 | REVIEW CHANGED TERM SHEETS, PSAS, REVIEW EMAILS LEADING TO FINAL TERM SHEET APPROVAL (.3); CONFERENCE WITH MS. HARRIS GUTIERREZ REGARDING SETTLEMENT (.3); TELECONFERENCE WITH ALIXPARTNERS, COMMITTEE MEMBERS RE RESCAP CASH ISSUES (.4) |
| 05/14/13 | Blayney, Michael | 0.30 | 220.50 | REVIEW FINAL TERM SHEET, PSA RECEIVED FROM MR. PERLSTEIN |
| 05/14/13 | Harris Gutierrez, Franca | 0.70 | 612.50 | REVIEW FINAL TERM SHEET (.3); REVIEW EMAILS RE ALLOCATION (.4) |
| 05/14/13 | Perlstein, William | 0.90 | 1,003.50 | REVIEW FINAL TERM SHEET DRAFTS, EMAIL MR. ECKSTEIN RE PRESS ISSUES (.5); TELECONFERENCE WITH MR. BESSONETTE RE PLAN REGULATORY |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------------|-------|----------|--|
| | | | | ISSUES (.4) |
| 05/15/13 | Blayney, Michael | 1.40 | 1,029.00 | CONFER WITH MS. HARRIS GUTIERREZ, MR. CASTO RE: CONTROL ISSUES, MORTGAGE LICENSE ISSUES (.4); BEGIN RESEARCH RE: SAME (1.0) |
| 05/15/13 | Casto, Daniel | 1.10 | 665.50 | CONFER WITH MS. HARRIS GUTIERREZ, MR. BLAYNEY RE REVIEW OF LAWS GOVERNING CHANGE IN CONTROL (.4); REVIEW MATERIAL RELATED TO CONTROL OF TRUSTS BY BANKING ENTITIES (.7) |
| 05/15/13 | Cross, Meredith | 0.40 | 480.00 | TELECON WITH MS. HARRIS GUTIERREZ RE STATUS OF ISSUER |
| 05/15/13 | Ewart, Lisa | 1.30 | 1,046.50 | PREPARE FOR, PARTICIPATE IN CALL WITH COUNSEL FROM KRAMER, MOFO, REPRESENTATIVES FROM RESCAP AND ALIX TO DISCUSS TRUST ASSETS FOR PURPOSES OF UNDERSTANDING OBLIGATIONS GOING FORWARD (.7); IDENTIFY, CIRCULATE NO-ACTION LETTER (.2); REVIEW NO-ACTION LETTER CIRCULATED BY TEAM MEMBERS AND COMMUNICATION RE SAME (.4) |
| 05/15/13 | Harris Gutierrez, Franca | 0.20 | 175.00 | CONFER WITH MR. PERLSTEIN RE MATTERS ON LIQUIDATING TRUST |
| 05/15/13 | Harris Gutierrez, Franca | 0.80 | 700.00 | TELECONFERENCES WITH MR. PERLSTEIN (.4), MS. CROSS (.4) RE LIQUIDATING TRUST, REGULATORY AND OTHER REQUIREMENTS |
| 05/15/13 | Harris Gutierrez, Franca | 0.20 | 175.00 | CONFER WITH MR. PERLSTEIN RE LIQUIDATING TRUST REGULATORY MATTERS |
| 05/15/13 | Harris Gutierrez, Franca | 0.40 | 350.00 | CONFER WITH MR. BLAYNEY RE REGULATORY ISSUES IN LIQUIDATING TRUST |
| 05/15/13 | Mogilnicki, Eric | 0.20 | 160.00 | EMAILS WITH MR. PERLSTEIN RE MORTGAGE SERVICING, LICENSING |
| 05/15/13 | Perlstein, William | 1.70 | 1,895.50 | EMAILS WITH MR. BESSONETTE RE REGULATORY ISSUES CALL (.3); CONFER WITH MS. HARRIS GUTIERREZ RE TRUST BANKING ISSUES (.4); PARTICIPATE IN TELECONFERENCE WITH MR. BESSONETTE, MS. RINGER (KRAMER), MOFO, ALIXPARTNERS, MOELIS, RESCAP RE PLAN TRUST ISSUES (.7); FOLLOW-UP EMAILS RE SECURITIES ISSUES WITH MS. CROSS, MS. ZEPRALKA, MR. BESSONETTE |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------------|-------|----------|---|
| | | | | (.3) |
| 05/15/13 | Zepralka, Jennifer | 1.10 | 825.00 | REVIEW SEC STAFF GUIDANCE RE LIQUIDATING TRUSTS (.4); CONFERENCE CALL RE SECURITIES AND REGULATORY MATTERS RELATED TO LIQUIDATION (.7) |
| 05/16/13 | Blayney, Michael | 0.60 | 441.00 | CONFER WITH MR. MCKERNAN RE: REVIEW OF MORTGAGE LICENSING REQUIREMENTS APPLICABLE TO LIQUIDATING TRUST (.3); RESEARCH RE: SAME (.3) |
| 05/16/13 | Blayney, Michael | 0.10 | 73.50 | CONFER WITH MR. CASTO RE: RESULTS OF RESEARCH RE: CONTROL ISSUES FOR LIQUIDATING TRUST |
| 05/16/13 | Casto, Daniel | 2.00 | 1,210.00 | RESEARCH RE LIMITATIONS ON ACQUISITION OF ASSETS BY BANKING ENTITIES |
| 05/16/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | CONFER WITH MR. CASTO RE CONTROL RESEARCH |
| 05/16/13 | McKernan, Jonathan | 4.10 | 2,808.50 | RESEARCH APPLICABILITY OF STATE LAW MORTGAGE LICENSING REQUIREMENTS TO LIQUIDATING TRUST |
| 05/16/13 | McKernan, Jonathan | 0.30 | 205.50 | CONFER WITH MR. BLAYNEY RE SCOPE OF 50-STATE SURVEY OF MORTGAGE LICENSING REQUIREMENTS IN CONNECTION WITH CONTEMPLATED LIQUIDATING TRUST |
| 05/16/13 | Zepralka, Jennifer | 1.50 | 1,125.00 | REVIEW RESCAP AND ALLY FINANCIAL SEC FILINGS AND NO ACTION LETTERS (.7); REVIEW SEC GUIDANCE RE LIQUIDATING TRUSTS (.8) |
| 05/17/13 | Cross, Meredith | 1.80 | 2,160.00 | DISCUSS REPORTING REQUIREMENTS WITH MS. ZEPRALKA (.8); TELECON WITH MS. ZEPRALKA AND MS. EWART RE REPORTING REQUIREMENTS (.5); PROVIDE COMMENTS ON DRAFT SUMMARY PREPARED BY MS. EWART (.5) |
| 05/17/13 | Ewart, Lisa | 1.10 | 885.50 | CALL WITH MS. CROSS, MS. ZEPRALKA RE POTENTIAL SECURITIES ISSUES (.5); DRAFT AND SEND EMAIL TO MR. PERLSTEIN RE HIGHLIGHTS OF CONVERSATION AND POTENTIAL ISSUES (.6) |
| 05/17/13 | Harris Gutierrez, Franca | 0.90 | 787.50 | PARTIAL TELEPHONIC ATTENDANCE OF PROFESSIONALS MEETING |
| 05/17/13 | Harris Gutierrez, Franca | 0.10 | 87.50 | CONFER WITH MR. CASTO RE: CONTROL ANALYSIS |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------------|-------|----------|--|
| 05/17/13 | McKernan, Jonathan | 1.30 | 890.50 | RESEARCH APPLICABILITY OF MORTGAGE LICENSING REQUIREMENTS TO TRUST |
| 05/17/13 | Perlstein, William | 3.30 | 3,679.50 | ATTEND PROFESSIONALS MEETING RE TERM SHEET, DISTRIBUTION ISSUES |
| 05/17/13 | Zepalka, Jennifer | 1.30 | 975.00 | CONFER WITH MS. CROSS RE SECURITIES LAW MATTERS RELATING TO LIQUIDATING TRUSTS (.8); CONFERENCE CALL WITH MS. CROSS AND MS. EWART RE SAME (.5) |
| 05/18/13 | Casto, Daniel | 1.50 | 907.50 | RESEARCH RE REGULATION Y BANK HOLDING COMPANY ACT RESTRICTIONS |
| 05/20/13 | Blayney, Michael | 0.50 | 367.50 | CONFER WITH MS. EWART, MR. MCKERNAN, MR. CASTO RE: CURRENT STATUS OF MATTER, RESEARCH ON CONTROL ISSUES, MORTGAGE LICENSING ISSUES |
| 05/20/13 | Casto, Daniel | 4.10 | 2,480.50 | PREPARE ANALYSIS OF BANK HOLDING COMPANY ACT EXEMPTIONS FOR ACQUISITION OF NON-BANK COMPANIES (1.5); CONTINUE TO PREPARE ANALYSIS OF BANK HOLDING COMPANY ACT EXEMPTIONS FOR ACQUISITION OF NON-BANK COMPANIES (2.6) |
| 05/20/13 | Casto, Daniel | 5.60 | 3,388.00 | RESEARCH RE BANK HOLDING COMPANY ACT LIMITATIONS ON ACQUISITION OF NON-BANKING ASSETS (2.2); CONTINUE TO RESEARCH RE BANK HOLDING COMPANY ACT LIMITATIONS ON ACQUISITION OF NON-BANKING ASSETS (3.4) |
| 05/20/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | CONFER WITH MR. MCKERNAN RE LICENSING RESEARCH |
| 05/20/13 | Jennings, Casey | 0.30 | 165.00 | CONFER WITH MR. CASTO REGARDING BANK HOLDING COMPANY ACT RESEARCH PROJECT |
| 05/20/13 | McKernan, Jonathan | 5.40 | 3,699.00 | RESEARCH STATE LAW LICENSES REQUIREMENTS FOR LIQUIDATING TRUST HOLDING AND SERVICING MORTGAGE LOANS |
| 05/20/13 | McKernan, Jonathan | 0.30 | 205.50 | CONFER WITH MS. HARRIS GUTIERREZ RE STRUCTURE OF LIQUIDATING TRUST |
| 05/21/13 | Casto, Daniel | 4.70 | 2,843.50 | PREPARE ANALYSIS OF BANK HOLDING COMPANY ACT EXEMPTIONS FOR ACQUISITION OF NON-BANK COMPANIES (4.5); CONFER WITH MS. HARRIS GUTIERREZ RE SAME (.2) |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------------|-------|----------|--|
| 05/21/13 | Harris Gutierrez, Franca | 0.20 | 175.00 | REVIEW EMAILS RE STATE LICENSING STATUS |
| 05/21/13 | Harris Gutierrez, Franca | 0.20 | 175.00 | CONFER WITH MR. CASTO RE CONTROL ANALYSIS |
| 05/21/13 | McKernan, Jonathan | 0.30 | 205.50 | CONFER WITH MS. RAVENSCROFT RE STATE LAW LICENSING REQUIREMENTS APPLICABLE TO LIQUIDATING TRUST HOLDING MORTGAGE LOANS |
| 05/21/13 | Ravenscroft, Gianna | 1.00 | 730.00 | TELECONFERENCE WITH MR. MCKERNAN REGARDING TRUST, PREEMPTION ISSUES (.3); REVIEW OCC, AGENCY LETTERS ON TRUST, PREEMPTION ISSUES (.5); E-MAILS WITH TEAM REGARDING TRUST EXEMPTIONS FROM STATE LICENSING REQUIREMENTS (.2) |
| 05/22/13 | Perlstein, William | 1.40 | 1,561.00 | REVIEW DRAFT TERM SHEETS, PSA (1.0); REVIEW DRAFT MEMO IN SUPPORT OF SETTLEMENT AND EMAIL KRAMER RE SAME (.4) |
| 05/23/13 | Perlstein, William | 1.50 | 1,672.50 | REVIEW FINAL TERM SHEET AND PSA (.5); REVIEW GM SEC MATERIALS RE TRUST ISSUES (1.0) |
| 05/24/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | CORRESPOND WITH MR. PERLSTEIN RE: FRB EXPOSURE |
| 05/28/13 | Blayney, Michael | 0.60 | 441.00 | CONFER WITH MS. HARRIS GUTIERREZ, MR. CHAUDOIN RE: TERM SHEET FOR IFR SETTLEMENT (.3), RESEARCH RE: SAME (.3) |
| 05/28/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | CORRESPOND WITH MR. PERLSTEIN RE: SERVICER TERM SHEET |
| 05/28/13 | Perlstein, William | 1.40 | 1,561.00 | REVIEW FRB, DOJ/AG AGREEMENTS (.6); CONFERENCE CALL WITH UCC, COUNSEL RE FRB SETTLEMENT, DOJ/AG OBLIGATIONS (.8) |
| 05/29/13 | Harris Gutierrez, Franca | 0.20 | 175.00 | EMAILS WITH MR. PERLSTEIN RE DOJ SUMMARY |
| 05/29/13 | Perlstein, William | 1.60 | 1,784.00 | CONFERENCE CALL WITH DEBTORS, MR. MANNAL RE IFR, SCRA, DOJ/AG REVIEW ISSUES (.8); FOLLOW-UP CALL WITH MR. MANNAL (.2); REVIEW FRB, DOJ/AG AGREEMENTS (.3); CALLS WITH MR. IRELAND RE FRB ISSUES (.3) |
| 05/30/13 | Perlstein, William | 1.70 | 1,895.50 | CONFERENCE CALL WITH DEBTORS, MR. MANNAL RE SCRA PROCESS (.7); REVIEW DOJ/AG SETTLEMENT RE SCRA (.2); OUTLINE SETTLEMENT PROCESS (.3) ; PREPARE AND SEND EMAIL TO MOFO, MR. |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------------|-------|---------------|---|
| | | | | MANNAL OUTLINING ESCROW AND SETTLEMENT PROCESS (.5); |
| 05/31/13 | Harris Gutierrez, Franca | 0.50 | 437.50 | REVIEW FRB AND DOJ MATTERS (.1); CONFER WITH MR. PERLSTEIN RE: FRB AND DOJ OBLIGATIONS, TRUST STRUCTURE (.4) |
| 05/31/13 | Perlstein, William | 0.40 | 446.00 | TELECONFERENCE WITH MS. HARRIS GUTIERREZ RE FRB ISSUES, BANKING AND PLAN ISSUES |
| | | 88.00 | 72,848.50 | |
| Total | | | <u>136.90</u> | |

| Date | Cost | Description |
|----------|--------|--|
| 05/01/13 | 9.97 | FEDERAL EXPRESS INV#226431069 799661709570 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPOUR, ESQ FORT WASHINGTON PA |
| | 9.97 | |
| 05/01/13 | 3.00 | PHOTOCOPY - NY - FOR 01-MAY-2013 - 30 PAGE(S) - 21260 |
| 05/01/13 | 3.00 | PHOTOCOPY - NY - FOR 01-MAY-2013 - 30 PAGE(S) - 21260 |
| 05/03/13 | 3.50 | PHOTOCOPY - NY - FOR 03-MAY-2013 - 35 PAGE(S) - 04781 |
| | 9.50 | |
| 05/03/13 | 27.00 | COMPUTERIZED RESEARCH WESTLAW - DC - EWART,LISA (5/3/2013) |
| 05/06/13 | 131.00 | COMPUTERIZED RESEARCH WESTLAW - DC - EWART,LISA (5/6/2013) |
| 05/07/13 | 14.00 | COMPUTERIZED RESEARCH WESTLAW - DC - EWART,LISA (5/7/2013) |
| 05/20/13 | 0.74 | COMPUTERIZED RESEARCH LEXIS - DC - CASTO, DANIEL (5/20/2013) |
| 05/20/13 | 0.74 | COMPUTERIZED RESEARCH LEXIS - DC - CASTO, DANIEL (5/20/2013) |
| 05/20/13 | 12.95 | COMPUTERIZED RESEARCH LEXIS - DC - CASTO, DANIEL (5/20/2013) |
| 05/20/13 | 77.70 | COMPUTERIZED RESEARCH LEXIS - DC - CASTO, DANIEL (5/20/2013) |
| | 264.13 | |

Total \$ 283.60

LEGAL SERVICES

| Timekeeper | Title | Hours | Rate | Total |
|-----------------------------|---------------|---------------|-------------|---------------------|
| Cross, Meredith | Partner | 2.20 | 1,200.00 | 2,640.00 |
| Perlstein, William | Partner | 64.60 | 1,115.00 | 72,029.00 |
| Harris Gutierrez, Franca | Partner | 7.50 | 875.00 | 6,562.50 |
| Ewart, Lisa | Counsel | 13.00 | 805.00 | 10,465.00 |
| Mogilnicki, Eric | Partner | 0.30 | 800.00 | 240.00 |
| Chaudoin, Daniel | Partner | 1.00 | 790.00 | 790.00 |
| Zepralka, Jennifer | Partner | 3.90 | 750.00 | 2,925.00 |
| Blayney, Michael | Counsel | 6.60 | 735.00 | 4,851.00 |
| Ravenscroft, Gianna | Counsel | 1.00 | 730.00 | 730.00 |
| Jack, Lisa | Counsel | 1.00 | 720.00 | 720.00 |
| McKernan, Jonathan | Sr. Associate | 11.70 | 685.00 | 8,014.50 |
| Hardin, Bradford D. | Sr. Associate | 0.70 | 645.00 | 451.50 |
| Casto, Daniel | Sr. Associate | 19.00 | 605.00 | 11,495.00 |
| Jennings, Casey | Associate | 0.30 | 550.00 | 165.00 |
| Thompson, Yolande | Paralegal | 0.80 | 350.00 | 280.00 |
| Luongo, Louise A. | Paralegal | 3.30 | 340.00 | 1,122.00 |
| Total Legal Services | | 136.90 | | \$123,480.50 |

B150 Meetings of and Communications with Creditors

| Timekeeper | Hours | Rate | Total |
|---|--------------|-------------|------------------|
| Perlstein, William | 39.30 | 1,115.00 | 43,819.50 |
| Blayney, Michael | 1.90 | 735.00 | 1,396.50 |
| Total B150 Meetings of and Communications with Creditors | 41.20 | | 45,216.00 |

B160 Fee/Employment Applications

| Timekeeper | Hours | Rate | Total |
|---|--------------|-------------|-----------------|
| Thompson, Yolande | 0.80 | 350.00 | 280.00 |
| Luongo, Louise A. | 3.30 | 340.00 | 1,122.00 |
| Total B160 Fee/Employment Applications | 4.10 | | 1,402.00 |

C100 Court Hearings

| Timekeeper | Hours | Rate | Total |
|----------------------------------|--------------|-------------|-----------------|
| Perlstein, William | 2.00 | 1,115.00 | 2,230.00 |
| Total C100 Court Hearings | 2.00 | | 2,230.00 |

D100 Meetings with Governmental and Regulatory entities

| Timekeeper | Hours | Rate | Total |
|--|--------------|-------------|-----------------|
| Perlstein, William | 1.60 | 1,115.00 | 1,784.00 |
| Total D100 Meetings with Governmental and Regulatory entities | 1.60 | | 1,784.00 |

D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel

| Timekeeper | Hours | Rate | Total |
|--------------------------|--------------|-------------|--------------|
| Chaudoin, Daniel | 1.00 | 790.00 | 790.00 |
| Hardin, Bradford D. | 0.70 | 645.00 | 451.50 |
| Perlstein, William | 21.70 | 1,115.00 | 24,195.50 |
| Blayney, Michael | 4.70 | 735.00 | 3,454.50 |
| Ewart, Lisa | 13.00 | 805.00 | 10,465.00 |
| Harris Gutierrez, Franca | 7.50 | 875.00 | 6,562.50 |
| Jack, Lisa | 1.00 | 720.00 | 720.00 |
| Mogilnicki, Eric | 0.30 | 800.00 | 240.00 |
| Casto, Daniel | 19.00 | 605.00 | 11,495.00 |
| Cross, Meredith | 2.20 | 1,200.00 | 2,640.00 |
| Zepralka, Jennifer | 3.90 | 750.00 | 2,925.00 |

| | | | |
|---|--------------|--------|------------------|
| McKernan, Jonathan | 11.70 | 685.00 | 8,014.50 |
| Jennings, Casey | 0.30 | 550.00 | 165.00 |
| Ravenscroft, Gianna | 1.00 | 730.00 | 730.00 |
| Total D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel | 88.00 | | 72,848.50 |

DISBURSEMENTS

| Description | Total |
|-----------------------------|-----------------|
| FEDERAL EXPRESS | 9.97 |
| PHOTOCOPY | 9.50 |
| COMPUTERIZED RESEARCH | 264.13 |
| Total Disbursements: | \$283.60 |

EXHIBIT E

Sixth Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

| | |
|--------------|---------------|
| Invoice Date | 07/22/13 |
| Invoice No. | 2242257 |
| Matter No. | 2208539-00120 |

FOR LEGAL SERVICES RENDERED through June 30, 2013 in connection
with the Banking Advice matter, as detailed on the attached.

| | |
|-------------------------|----------------------------|
| Total Legal Services | \$ 65,639.50 |
| Total Disbursements | <u>27.59</u> |
| Total Amount Due | <u>\$ 65,667.09</u> |

PAYABLE WITHIN 15 DAYS

Please remit payment with remittance copy to the above address only or by wire to:

CITIBANK, NA
FBO WILMER CUTLER PICKERING HALE AND DORR LLP, ACCT NO. 37400789, SWIFT NO. CITIUS33, ABA ROUTING NO.
254070116

Please send all correspondence to: 1875 Pennsylvania Avenue, NW, Washington, DC 20006

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Wilmer Cutler Pickering Hale and Dorr LLP is a Delaware limited liability partnership. Our United Kingdom offices are operated under a separate Delaware limited liability partnership.

| Date | Timekeeper | Hours | Value | Description |
|--|--------------------|-------|-----------|--|
| <u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u> | | | | |
| 06/06/13 | Perlstein, William | 1.80 | 2,007.00 | PREPARE FOR AND PARTICIPATE IN FULL CREDITORS COMMITTEE CALL |
| 06/13/13 | Perlstein, William | 1.50 | 1,672.50 | PARTICIPATE IN FULL CREDITORS COMMITTEE CONFERENCE CALL |
| 06/13/13 | Perlstein, William | 2.00 | 2,230.00 | ATTEND COMMITTEE PROFESSIONALS MEETING RE DRAFT PLAN |
| 06/19/13 | Perlstein, William | 2.50 | 2,787.50 | ATTEND COMMITTEE MEETING AT KRAMER LEVIN RE DEBTOR FINANCES, DRAFT PLAN |
| 06/24/13 | Perlstein, William | 4.00 | 4,460.00 | ATTEND COMMITTEE PROFESSIONALS MEETING RE DRAFT PLAN |
| 06/27/13 | Blayney, Michael | 2.00 | 1,470.00 | ATTEND COMMITTEE CONFERENCE CALL |
| 06/27/13 | Perlstein, William | 2.00 | 2,230.00 | FULL CREDITORS COMMITTEE CONFERENCE CALL RE PSA HEARING, UPCOMING ACTIVITIES |
| | | 15.80 | 16,857.00 | |
| <u>B160 - FEE/EMPLOYMENT APPLICATIONS</u> | | | | |
| 06/06/13 | Luongo, Louise A. | 1.80 | 612.00 | DRAFT FIRST INTERIM FEE APPLICATION |
| 06/11/13 | Luongo, Louise A. | 3.00 | 1,020.00 | CONTINUE TO PREPARE AND DRAFT FIRST INTERIM FEE APPLICATION, INCLUDING UPDATING SUMMARY CHARTS |
| 06/24/13 | Ewart, Lisa | 1.10 | 885.50 | EDIT, REVISE MONTHLY FEE STATEMENT AND CIRCULATE TO MS. LUONGO |
| 06/24/13 | Luongo, Louise A. | 0.80 | 272.00 | REVIEW COMMENTS FROM MS. EWART TO FOURTH MONTHLY FEE STATEMENT (.6); EMAIL WITH MS. PEFFLY REGARDING SAME (.2) |
| 06/26/13 | Luongo, Louise A. | 0.80 | 272.00 | FURTHER REVIEW OF REVISED FIFTH MONTHLY FEE STATEMENT |
| 06/27/13 | Ewart, Lisa | 0.80 | 644.00 | FINALIZE DRAFT FEE STATEMENT AND COVER LETTER AND SEND TO MR. PERLSTEIN FOR REVIEW |

| Date | Timekeeper | Hours | Value | Description |
|----------|-------------------|-------|----------|---|
| 06/27/13 | Luongo, Louise A. | 1.20 | 408.00 | UPDATE FIRST INTERIM FEE APPLICATION (.3); PREPARE SUMMARY CHARTS TO INCLUDE IN FIFTH MONTHLY FEE STATEMENT (.5); PREPARE LETTER TO MORRISON & FOERSTER IN CONNECTION WITH SERVICE OF FIFTH MONTHLY FEE STATEMENT (.3); EMAILS WITH MS. EWART REGARDING SAME (.1) |
| | | 9.50 | 4,113.50 | |

B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)

| | | | | |
|----------|--------------------------|------|----------|--|
| 06/18/13 | Perlstein, William | 2.30 | 2,564.50 | INITIAL REVIEW DRAFT PLAN |
| 06/19/13 | McKernan, Jonathan | 0.10 | 68.50 | EMAIL CORRESPONDENCE WITH MS. HARRIS GUTIERREZ RE REVIEW OF REORGANIZATION PLAN |
| 06/20/13 | Harris Gutierrez, Franca | 1.00 | 875.00 | REVIEW DISCLOSURE STATEMENT |
| 06/20/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | CONFER WITH MR. MOGILNICKI RE COMMENTS ON PLAN |
| 06/20/13 | Mogilnicki, Eric | 0.50 | 400.00 | REVIEW DRAFT DISCLOSURE STATEMENT |
| 06/21/13 | McKernan, Jonathan | 1.50 | 1,027.50 | REVIEW REGULATORY ISSUES IN DRAFT REORGANIZATION PLAN |
| 06/21/13 | Mogilnicki, Eric | 1.20 | 960.00 | REVIEW DRAFT DISCLOSURE STATEMENT |
| 06/21/13 | Mogilnicki, Eric | 0.20 | 160.00 | EMAILS WITH MR. PERLSTEIN RE DRAFT DISCLOSURE STATEMENT |
| 06/21/13 | Perlstein, William | 2.80 | 3,122.00 | REVIEW AND DRAFT EDITS TO DRAFT DISCLOSURE STATEMENT (2.4); CONVEY COMMENTS TO KRAMER (.4) |
| 06/25/13 | McKernan, Jonathan | 0.10 | 68.50 | EMAIL CORRESPONDENCE WITH MS. HARRIS GUTIERREZ RE REORGANIZATION PLAN |
| 06/25/13 | Mogilnicki, Eric | 0.20 | 160.00 | EMAILS WITH MR. PERLSTEIN RE DISCLOSURE STATEMENT |
| 06/25/13 | Perlstein, William | 0.40 | 446.00 | REVIEW REVISED DISCLOSURE STATEMENT |
| 06/26/13 | McKernan, Jonathan | 0.10 | 68.50 | EMAIL CORRESPONDENCE WITH MR. BLAYNEY RE CHAPTER 11 PLAN |
| 06/27/13 | Mogilnicki, Eric | 1.00 | 800.00 | REVIEW DISCLOSURE STATEMENT FOR REGULATORY ISSUES |
| 06/27/13 | Perlstein, William | 0.30 | 334.50 | REVIEW AND DRAFT PLAN LANGUAGE |
| 06/28/13 | Mogilnicki, Eric | 0.10 | 80.00 | EMAILS WITH MR. PERLSTEIN RE REGULATORY ISSUES IN CONNECTION WITH DISCLOSURE STATEMENT |

| Date | Timekeeper | Hours | Value | Description |
|----------|------------------|-------|-----------|---|
| 06/28/13 | Mogilnicki, Eric | 2.00 | 1,600.00 | COMPLETE REVIEW OF DISCLOSURE STATEMENT FOR REGULATORY ISSUES |
| 06/28/13 | Mogilnicki, Eric | 0.10 | 80.00 | ADDITIONAL EMAILS WITH MR. PERLSTEIN RE REGULATORY ISSUES |
| 06/28/13 | Mogilnicki, Eric | 0.20 | 160.00 | REVIEW CORRESPONDENCE WITH CFPB RE REGULATORY ISSUES |
| 06/28/13 | Mogilnicki, Eric | 0.50 | 400.00 | CONFER WITH MR. SCHROEDER RE: PLAN |
| 06/28/13 | Mogilnicki, Eric | 2.00 | 1,600.00 | REVIEW REVISED CHAPTER 11 PLAN |
| 06/29/13 | Mogilnicki, Eric | 0.10 | 80.00 | EMAIL TO MR. PERLSTEIN RE REVISED CHAPTER 11 PLAN |
| | | 17.00 | 15,317.50 | |

C100 - COURT HEARINGS

| | | | | |
|----------|--------------------|------|----------|---|
| 06/12/13 | Perlstein, William | 1.00 | 1,115.00 | PARTIAL MONITORING OF COURT STATUS CONFERENCE |
| 06/26/13 | Perlstein, William | 3.00 | 3,345.00 | ATTEND PSA COURT HEARING |
| | | 4.00 | 4,460.00 | |

D101 - RESEARCH/OTHER LEGAL SERVICES BY WILMERHALE AS SP. COUNSEL

| | | | | |
|----------|--------------------------|------|----------|---|
| 06/04/13 | Blayney, Michael | 0.40 | 294.00 | REVIEW, REVISE STIPULATION RESOLVING FRB MOTION |
| 06/04/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | REVIEW STIPULATION AND COMMENTS ON SAME |
| 06/05/13 | Blayney, Michael | 0.20 | 147.00 | EMAILS WITH MS. HARRIS GUTIERREZ, MR. PERLSTEIN RE: REVIEW OF DRAFT STIPULATION RESOLVING FRB MOTION |
| 06/05/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | REVIEW STIPULATION AND PROVIDE COMMENTS TO TEAM RE SAME |
| 06/06/13 | Perlstein, William | 0.20 | 223.00 | FOLLOW UP WITH DEBTORS RE PWC SCRA REVIEW |
| 06/07/13 | Perlstein, William | 1.00 | 1,115.00 | REVIEW AND EDIT DRAFT FRB STIPULATION (.5); TELECONFERENCE WITH MR. IRELAND RE FRB STATUS (.3); EMAIL MR. MANNAL RE FRB STATUS (.2) |
| 06/10/13 | Perlstein, William | 1.00 | 1,115.00 | REVIEW PWC WORKPLAN (.3); CONFERENCE CALL WITH PWC, ALIXPARTNERS, RESCAP RE SCRA WORKPLAN REVIEW AND PROCESSES (.7) |
| 06/11/13 | Perlstein, William | 0.50 | 557.50 | TELECONFERENCE WITH KIRKLAND, MOFO, KRAMER RE DOJ PLAN REGULATORY ISSUES |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------------|-------|----------|---|
| 06/12/13 | Perlstein, William | 2.40 | 2,676.00 | TELECONFERENCE WITH MR. IRELAND (MOFO), MR. ASHTON AND MR. SUTTON RE IFR SETTLEMENT TERMS (.8); EMAIL MR. MANNAL RE CALL RESULTS (.3); CONFERENCE CALL WITH DOJ, MOFO, KIRKLAND RE PLAN REGULATORY COMMITMENTS (1.0); INITIAL REVIEW OF DRAFT TERM SHEET (.3) |
| 06/13/13 | Perlstein, William | 1.30 | 1,449.50 | CONFERENCE CALL WITH MOFO RE FRB SETTLEMENT STATUS (.5); MEET WITH KRAMER RE FRB ISSUES IN PLAN (.4); REVIEW DRAFT FRB SETTLEMENT (.4) |
| 06/14/13 | Perlstein, William | 1.00 | 1,115.00 | REVIEW DRAFT ESCROW AGREEMENT, TERM SHEETS (.8); EMAIL COMMENTS TO MOFO (.2) |
| 06/18/13 | Harris Gutierrez, Franca | 0.60 | 525.00 | CONFER WITH MR. PERLSTEIN RE FRB AND DOJ DEVELOPMENTS (.3); CONFER WITH MR. MCKERNAN RE TERM SHEET (.3) |
| 06/18/13 | McKernan, Jonathan | 4.30 | 2,945.50 | COMMENT ON TERM SHEET DRAFT (4.0); CONFERENCE WITH MS. HARRIS GUTIERREZ RE SAME (.3) |
| 06/18/13 | Perlstein, William | 1.60 | 1,784.00 | REVIEW AND EDIT FRB IFR SETTLEMENT AGREEMENTS, ESCROW AGREEMENT (1.0); CONFERENCE WITH MS. HARRIS GUTIERREZ RE SAME (.3); TELECONFERENCE WITH MR. IRELAND RE SAME (.3) |
| 06/19/13 | Perlstein, William | 0.50 | 557.50 | CONFER WITH MR. MANNAL RE FRB ISSUES |
| 06/20/13 | Perlstein, William | 0.50 | 557.50 | REVIEW JSN OPPOSITION TO FGIC SETTLEMENT |
| 06/24/13 | Perlstein, William | 0.80 | 892.00 | REVIEW DRAFT RESPONSE TO PSA OBJECTIONS AND DRAFT ORDER |
| 06/25/13 | Harris Gutierrez, Franca | 0.30 | 262.50 | CONFER WITH MR. PERLSTEIN RE REVIEW OF DISCLOSURE OF INFORMATION |
| 06/25/13 | Perlstein, William | 0.30 | 334.50 | PREPARE FOR PSA HEARING |
| 06/26/13 | Perlstein, William | 1.00 | 1,115.00 | INITIAL REVIEW EXAMINER REPORT |
| 06/27/13 | Perlstein, William | 0.40 | 446.00 | REVIEW FRB ORDER (.2); REVIEW JSN MATERIAL (.2) |
| 06/28/13 | Harris Gutierrez, Franca | 0.20 | 175.00 | CONFER WITH MR. MOGILNICKI REGARDING NMS OBLIGATIONS |
| 06/28/13 | Mogilnicki, Eric | 2.00 | 1,600.00 | ANALYZE ONGOING OBLIGATION OF RESCAP UNDER NATIONAL MORTGAGE SETTLEMENT |
| 06/29/13 | Mogilnicki, Eric | 5.40 | 4,320.00 | REVIEW NATIONAL MORTGAGE SETTLEMENT (2.3); DRAFT MEMO ANALYZING ONGOING OBLIGATIONS UNDER |

| Date | Timekeeper | Hours | Value | Description |
|----------------------|------------------|-------|--------------|--|
| THE SETTLEMENT (3.1) | | | | |
| 06/29/13 | Mogilnicki, Eric | 0.10 | 80.00 | EMAILS, CALL WITH MS. HARRIS GUTIERREZ RE NMS |
| 06/30/13 | Mogilnicki, Eric | 0.10 | 80.00 | EMAIL TO MR. PERLSTEIN RE ANALYSIS OF REGULATORY REQUIREMENTS |
| | | 26.70 | 24,891.50 | |
| Total | | | <u>73.00</u> | |

| Date | Cost | Description |
|----------|-------|---|
| 05/29/13 | 9.79 | FEDERAL EXPRESS INV#229369035 799870473179 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPUR, ESQ FORT WASHINGTON PA |
| | 9.79 | |
| 06/19/13 | 7.70 | PHOTOCOPY COLOR - DC - FOR 19-JUN-2013 - 77 PAGE(S) - 00216 |
| | 7.70 | |
| 06/19/13 | 10.10 | PHOTOCOPY - DC - FOR 19-JUN-2013 - 101 PAGE(S) - 00216 |
| | 10.10 | |

Total \$ 27.59

LEGAL SERVICES

| Timekeeper | Title | Hours | Rate | Total |
|-----------------------------|---------------|--------------|----------|--------------------|
| Perlstein, William | Partner | 36.10 | 1,115.00 | 40,251.50 |
| Harris Gutierrez, Franca | Partner | 3.00 | 875.00 | 2,625.00 |
| Ewart, Lisa | Counsel | 1.90 | 805.00 | 1,529.50 |
| Mogilnicki, Eric | Partner | 15.70 | 800.00 | 12,560.00 |
| Blayney, Michael | Counsel | 2.60 | 735.00 | 1,911.00 |
| McKernan, Jonathan | Sr. Associate | 6.10 | 685.00 | 4,178.50 |
| Luongo, Louise A. | Paralegal | 7.60 | 340.00 | 2,584.00 |
| Total Legal Services | | 73.00 | | \$65,639.50 |

B150 Meetings of and Communications with Creditors

| Timekeeper | Hours | Rate | Total |
|---|--------------|----------|------------------|
| Perlstein, William | 13.80 | 1,115.00 | 15,387.00 |
| Blayney, Michael | 2.00 | 735.00 | 1,470.00 |
| Total B150 Meetings of and Communications with Creditors | 15.80 | | 16,857.00 |

B160 Fee/Employment Applications

| Timekeeper | Hours | Rate | Total |
|---|-------------|--------|-----------------|
| Luongo, Louise A. | 7.60 | 340.00 | 2,584.00 |
| Ewart, Lisa | 1.90 | 805.00 | 1,529.50 |
| Total B160 Fee/Employment Applications | 9.50 | | 4,113.50 |

B320 Plan and Disclosure Statement (including Business Plan)

| Timekeeper | Hours | Rate | Total |
|---|--------------|----------|------------------|
| Perlstein, William | 5.80 | 1,115.00 | 6,467.00 |
| McKernan, Jonathan | 1.80 | 685.00 | 1,233.00 |
| Harris Gutierrez, Franca | 1.30 | 875.00 | 1,137.50 |
| Mogilnicki, Eric | 8.10 | 800.00 | 6,480.00 |
| Total B320 Plan and Disclosure Statement (including Business Plan) | 17.00 | | 15,317.50 |

C100 Court Hearings

| Timekeeper | Hours | Rate | Total |
|----------------------------------|--------------|-------------|-----------------|
| Perlstein, William | 4.00 | 1,115.00 | 4,460.00 |
| Total C100 Court Hearings | 4.00 | | 4,460.00 |

D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel

| Timekeeper | Hours | Rate | Total |
|---|--------------|-------------|------------------|
| Blayney, Michael | 0.60 | 735.00 | 441.00 |
| Harris Gutierrez, Franca | 1.70 | 875.00 | 1,487.50 |
| Perlstein, William | 12.50 | 1,115.00 | 13,937.50 |
| McKernan, Jonathan | 4.30 | 685.00 | 2,945.50 |
| Mogilnicki, Eric | 7.60 | 800.00 | 6,080.00 |
| Total D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel | 26.70 | | 24,891.50 |

DISBURSEMENTS

| Description | Total |
|-----------------------------|----------------|
| FEDERAL EXPRESS | 9.79 |
| PHOTOCOPY COLOR | 7.70 |
| PHOTOCOPY | 10.10 |
| Total Disbursements: | \$27.59 |

Exhibit F

Seventh Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

| | |
|--------------|---------------|
| Invoice Date | 08/22/13 |
| Invoice No. | 2247658 |
| Matter No. | 2208539-00120 |

FOR LEGAL SERVICES RENDERED through July 31, 2013 in connection
with the Banking Advice matter, as detailed on the attached.

| | |
|-------------------------|----------------------------|
| Total Legal Services | \$ 26,150.50 |
| Total Disbursements | <u>221.63</u> |
| Total Amount Due | <u>\$ 26,372.13</u> |

PAYABLE WITHIN 15 DAYS

Please remit payment with remittance copy to the above address only or by wire to:

CITIBANK, NA
FBO WILMER CUTLER PICKERING HALE AND DORR LLP, ACCT NO. 37400789, SWIFT NO. CITIUS33, ABA ROUTING NO.
254070116

Please send all correspondence to: 1875 Pennsylvania Avenue, NW, Washington, DC 20006

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

| Date | Timekeeper | Hours | Value | Description |
|--|--------------------|-------|----------|---|
| <u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u> | | | | |
| 07/02/13 | Perlstein, William | 1.40 | 1,561.00 | CONFERENCE CALL WITH FULL CREDITORS COMMITTEE RE PLAN ISSUES |
| 07/03/13 | Blayney, Michael | 1.00 | 735.00 | ATTEND COMMITTEE CONFERENCE CALL RE PLAN ISSUES |
| 07/03/13 | Perlstein, William | 1.00 | 1,115.00 | PARTICIPATE IN FULL CREDITORS COMMITTEE CALL RE PLAN ISSUES |
| 07/17/13 | Blayney, Michael | 2.40 | 1,764.00 | ATTEND COMMITTEE CONFERENCE CALL RE PLAN ISSUES |
| 07/17/13 | Perlstein, William | 2.50 | 2,787.50 | PREPARE FOR (.1) AND PARTICIPATE IN FULL CREDITORS COMMITTEE CONFERENCE CALL RE PLAN ISSUES (.2.4) |
| 07/24/13 | Perlstein, William | 1.50 | 1,672.50 | ATTEND FULL CREDITORS COMMITTEE CONFERENCE CALL RE PLAN ISSUES |
| | | 9.80 | 9,635.00 | |
| <u>B160 - FEE/EMPLOYMENT APPLICATIONS</u> | | | | |
| 07/01/13 | Thompson, Yolande | 0.30 | 105.00 | COORDINATE SERVING COVER LETTER AND FIFTH MONTHLY FEE STATEMENT VIA HAND DELIVERY AND FEDEX TO NOTICE PARTIES |
| 07/11/13 | Luongo, Louise A. | 0.40 | 136.00 | CONFERENCE WITH MS. EWART REGARDING STATUS OF SIXTH MONTHLY FEE STATEMENT (.1); ATTEND TO COMMENTS MADE BY MS. EWART IN CONNECTION WITH SIXTH MONTHLY FEE STATEMENT (.3) |
| 07/12/13 | Luongo, Louise A. | 0.50 | 170.00 | CONFERENCE WITH MS. EWART AND MR. LOVELAND REGARDING STATUS OF MONTHLY FEE STATEMENT AND FEE APPLICATIONS (.2); FURTHER UPDATE AND CIRCULATE SIXTH MONTHLY FEE STATEMENT (.3) |
| 07/23/13 | Luongo, Louise A. | 1.10 | 374.00 | REVIEW AND UPDATE FIRST INTERIM FEE APPLICATION (.7); REVIEW SERVICE MATTERS IN CONNECTION WITH FIRST INTERIM FEE APPLICATION (.4) |
| 07/24/13 | Loveland, Benjamin | 0.10 | 68.50 | EMAIL FROM KRAMER LEVIN REGARDING INTERIM FEE APPLICATIONS |
| 07/24/13 | Luongo, Louise A. | 0.70 | 238.00 | REVIEW EMAIL FROM MR. PERLSTEIN REGARDING SIXTH MONTHLY FEE STATEMENT (.1); BEGIN TO FINALIZE SIXTH MONTHLY FEE STATEMENT FOR SERVICE (.2); PREPARE LETTER TO MORRISON & FOERSTER IN CONNECTION WITH SERVICE OF SIXTH MONTHLY FEE STATEMENT, INCLUDING UPDATING SUMMARY CHARTS (.4) |
| 07/25/13 | Loveland, Benjamin | 0.60 | 411.00 | REVIEW AND REVISE FIRST INTERIM FEE |

| Date | Timekeeper | Hours | Value | Description |
|-------------|--------------------|-------|----------|---|
| APPLICATION | | | | |
| 07/25/13 | Loveland, Benjamin | 0.10 | 68.50 | EMAIL TO KRAMER LEVIN REGARDING FIRST INTERIM FEE APPLICATION |
| 07/25/13 | Luongo, Louise A. | 1.00 | 340.00 | UPDATE FIRST INTERIM FEE APPLICATION |
| 07/26/13 | Loveland, Benjamin | 0.20 | 137.00 | REVIEW REVISED MONTHLY FEE STATEMENT FROM MS. LUONGO |
| 07/26/13 | Luongo, Louise A. | 0.50 | 170.00 | FINALIZE SIXTH FEE STATEMENT FOR SERVICE INCLUDING FINALIZING EXHIBITS |
| 07/26/13 | Thompson, Yolande | 0.30 | 105.00 | COORDINATE SERVING COVER LETTER AND SIXTH MONTHLY FEE STATEMENT VIA HAND DELIVERY AND FEDEX TO NOTICE PARTIES |
| | | 5.80 | 2,323.00 | |

B320 - PLAN AND DISCLOSURE STATEMENT (INCLUDING BUSINESS PLAN)

| | | | | |
|----------|--------------------|------|----------|------------------------------------|
| 07/02/13 | Perlstein, William | 0.40 | 446.00 | REVIEW AND COMMENT ON REVISED PLAN |
| 07/03/13 | Blayney, Michael | 1.30 | 955.50 | REVIEW REVISED PLAN |
| | | 1.70 | 1,401.50 | |

C100 - Court Hearings

| | | | | |
|----------|--------------------|------|----------|---|
| 07/26/13 | Perlstein, William | 1.50 | 1,672.50 | ATTEND COURT HEARING ON APPROVAL OF FRB CONSENT ORDER |
| | | 1.50 | 1,672.50 | |

D101 - RESEARCH AND OTHER LEGAL SERVICES PROVIDED BY WILMERHALE IN CONNECTION WITH ITS ROLE AS SPECIAL COUNSEL

| | | | | |
|----------|--------------------|------|--------|--|
| 07/01/13 | Mogilnicki, Eric | 0.10 | 80.00 | EMAILS WITH MR. PERLSTEIN RE LIABILITY ISSUE |
| 07/01/13 | Perlstein, William | 0.40 | 446.00 | REVIEW TRUST REGULATORY MEMO AND SEND COMMENTS TO MR. MOGILNICKI |
| 07/02/13 | Perlstein, William | 0.30 | 334.50 | REVIEW KRAMER MEMO RE OPEN ISSUES |
| 07/09/13 | Perlstein, William | 0.80 | 892.00 | REVIEW DRAFT FRB CONSENT ORDER AMENDMENT (.4); TELECONFERENCE WITH MR. IRELAND RE DRAFT FRB CONSENT ORDER AMENDMENT (.2); REVIEW DEBTORS OUTLINE RE SCRA CLAIMS (.2) |
| 07/10/13 | Perlstein, William | 0.80 | 892.00 | REVIEW AND EDIT DRAFT MOTION RE FRB SETTLEMENT |
| 07/11/13 | Perlstein, William | 0.30 | 334.50 | TRANSMIT EDITS ON DRAFT FRB MOTION TO MORRISON & FOERSTER |
| 07/12/13 | Perlstein, William | 0.60 | 669.00 | REVIEW ALLY EDITS TO FRB ORDER (.3); REVIEW REVISED FRB ORDER (.3) |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------|-------|-----------|--|
| 07/16/13 | Perlstein, William | 0.80 | 892.00 | DRAFT COMMITTEE REPLY TO FRB MOTION |
| 07/18/13 | Perlstein, William | 0.30 | 334.50 | TELECONFERENCE WITH MR. HOLTZ RE SCRA REVIEW DATA |
| 07/19/13 | Perlstein, William | 1.00 | 1,115.00 | CALL WITH DEBTORS, ALIX RE SCRA REVIEW, STAFFING, REMEDIATION ISSUES |
| 07/22/13 | Perlstein, William | 0.40 | 446.00 | REVIEW ORDER TO PREPARE FOR HEARING |
| 07/23/13 | Perlstein, William | 0.90 | 1,003.50 | REVIEW COMMITTEE AGENDA (.2); PREPARE FOR SCRA CALL (.2); SCRA CALL WITH DEBTORS, ALIX RE SPREADSHEET (.3); REVIEW PWC SPREADSHEET (.2) |
| 07/25/13 | Perlstein, William | 2.10 | 2,341.50 | REVIEW AND COMMENT ON JSN DISQUALIFICATION MOTION, DEBTOR AND COMMITTEE REPLIES, CONSENTING CLAIMANT REPLY (1.3); REVIEW FRB APPROVAL MOTION FILINGS TO PREPARE FOR HEARING (.8) |
| 07/26/13 | Perlstein, William | 0.90 | 1,003.50 | REVIEW AND COMMENT ON NEW RUST CONSULTING AND PWC AGREEMENTS |
| 07/31/13 | Perlstein, William | 0.30 | 334.50 | REVIEW SCRA DASHBOARD RECEIVED FROM COMPANY |
| | | 10.00 | 11,118.50 | |

Total 28.80

| Date | Cost | Description |
|----------|--------|---|
| 07/18/13 | 7.56 | COURIER SERVICES URBAN EXPRESS; INV: 471408(APR 30 2013); COURIER SERVICE -- MICHAEL EDEBOHLS |
| 07/18/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 471408(APR 30 2013); COURIER SERVICE -- MICHAEL EDEBOHLS |
| 07/18/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 471408(APR 30 2013); COURIER SERVICE -- MICHAEL EDEBOHLS |
| 07/18/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 471408(APR 30 2013); COURIER SERVICE -- MICHAEL EDEBOHLS |
| 07/18/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 471408(APR 30 2013); COURIER SERVICE -- MICHAEL EDEBOHLS |
| 07/18/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 471408(APR 30 2013); COURIER SERVICE -- MICHAEL EDEBOHLS |
| 07/24/13 | 26.00 | COURIER SERVICES DELUXE DELIVERY SYSTEMS INC.; INV: 173737(MAR 31 2013); MESSENGER DELIVERY: Y. THOMPSON -- MICHAEL EDEBOHLS |
| 07/24/13 | 26.00 | COURIER SERVICES DELUXE DELIVERY SYSTEMS INC.; INV: 173737(MAR 31 2013); MESSENGER DELIVERY: Y. THOMPSON -- MICHAEL EDEBOHLS |
| 07/24/13 | 26.00 | COURIER SERVICES DELUXE DELIVERY SYSTEMS INC.; INV: 173737(MAR 31 2013); MESSENGER DELIVER: Y. THOMPSON -- MICHAEL EDEBOHLS |
| 07/24/13 | 26.00 | COURIER SERVICES DELUXE DELIVERY SYSTEMS INC.; INV: 173737(MAR 31 2013); MESSENGER DELIVERY: Y. THOMPSON -- MICHAEL EDEBOHLS |
| 07/24/13 | 26.00 | COURIER SERVICES DELUXE DELIVERY SYSTEMS INC.; INV: 173737(MAR 31 2013); MESSENGER DELIVERY: Y. THOMPSON -- MICHAEL EDEBOHLS |
| | 202.21 | |
| 07/01/13 | 9.61 | FEDERAL EXPRESS INV#233073932 796132877691 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPUR, ESQ FORT WASHINGTON PA |
| 07/26/13 | 9.61 | FEDERAL EXPRESS INV#235973347 796326100452 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPUR, ESQ FORT WASHINGTON PA |
| | 19.22 | |
| 07/26/13 | 0.20 | PHOTOCOPY - BOS - FOR 26-JUL-2013 - 2 PAGE(S) - 15912 |
| | 0.20 | |

Total \$ 221.63

LEGAL SERVICES

| Timekeeper | Title | Hours | Rate | Total |
|-----------------------------|---------------|--------------|-------------|--------------------|
| Perlstein, William | Partner | 18.20 | 1,115.00 | 20,293.00 |
| Mogilnicki, Eric | Partner | 0.10 | 800.00 | 80.00 |
| Blayney, Michael | Counsel | 4.70 | 735.00 | 3,454.50 |
| Loveland, Benjamin | Sr. Associate | 1.00 | 685.00 | 685.00 |
| Thompson, Yolande | Paralegal | 0.60 | 350.00 | 210.00 |
| Luongo, Louise A. | Paralegal | 4.20 | 340.00 | 1,428.00 |
| Total Legal Services | | 28.80 | | \$26,150.50 |

B150 Meetings of and Communications with Creditors

| Timekeeper | Hours | Rate | Total |
|---|--------------|-------------|-----------------|
| Perlstein, William | 6.40 | 1,115.00 | 7,136.00 |
| Blayney, Michael | 3.40 | 735.00 | 2,499.00 |
| Total B150 Meetings of and Communications with Creditors | | 9.80 | 9,635.00 |

B160 Fee/Employment Applications

| Timekeeper | Hours | Rate | Total |
|---|--------------|-------------|-----------------|
| Thompson, Yolande | 0.60 | 350.00 | 210.00 |
| Luongo, Louise A. | 4.20 | 340.00 | 1,428.00 |
| Loveland, Benjamin | 1.00 | 685.00 | 685.00 |
| Total B160 Fee/Employment Applications | | 5.80 | 2,323.00 |

B320 Plan and Disclosure Statement (including Business Plan)

| Timekeeper | Hours | Rate | Total |
|---|--------------|-------------|-----------------|
| Perlstein, William | 0.40 | 1,115.00 | 446.00 |
| Blayney, Michael | 1.30 | 735.00 | 955.50 |
| Total B320 Plan and Disclosure Statement (including Business Plan) | | 1.70 | 1,401.50 |

C100 Court Hearings

| Timekeeper | Hours | Rate | Total |
|----------------------------------|--------------|-------------|-----------------|
| Perlstein, William | 1.50 | 1,115.00 | 1,672.50 |
| Total C100 Court Hearings | 1.50 | | 1,672.50 |

D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel

| Timekeeper | Hours | Rate | Total |
|---|--------------|-------------|------------------|
| Mogilnicki, Eric | 0.10 | 800.00 | 80.00 |
| Perlstein, William | 9.90 | 1,115.00 | 11,038.50 |
| D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel | 10.00 | | 11,118.50 |

DISBURSEMENTS

| Description | Total |
|-----------------------------|-----------------|
| COURIER SERVICES | 202.21 |
| FEDERAL EXPRESS | 19.22 |
| PHOTOCOPY | 0.20 |
| Total Disbursements: | \$221.63 |

Exhibit G

Eighth Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

| | |
|--------------|---------------|
| Invoice Date | 09/23/13 |
| Invoice No. | 2252629 |
| Matter No. | 2208539-00120 |

FOR LEGAL SERVICES RENDERED through August 31, 2013 in connection
with the Banking Advice matter, as detailed on the attached.

| | |
|-------------------------|----------------------------|
| Total Legal Services | \$ 31,579.50 |
| Total Disbursements | <u>298.71</u> |
| Total Amount Due | <u>\$ 31,878.21</u> |

PAYABLE WITHIN 15 DAYS

Please remit payment with remittance copy to the above address only or by wire to:

CITIBANK, NA
FBO WILMER CUTLER PICKERING HALE AND DORR LLP, ACCT NO. 37400789, SWIFT NO. CITIUS33, ABA ROUTING NO.
254070116

Please send all correspondence to: 1875 Pennsylvania Avenue, NW, Washington, DC 20006

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Wilmer Cutler Pickering Hale and Dorr LLP is a Delaware limited liability partnership. Our United Kingdom offices are operated under a separate Delaware limited liability partnership.

| Date | Timekeeper | Hours | Value | Description |
|--|--------------------|-------|-----------|---|
| <u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u> | | | | |
| 08/01/13 | Perlstein, William | 5.00 | 5,575.00 | ATTEND ALL DAY IN PERSON FULL CREDITORS COMMITTEE MEETING RE PLAN AND CONFIRMATION ISSUES |
| 08/14/13 | Perlstein, William | 1.80 | 2,007.00 | PARTICIPATE IN FULL CREDITORS COMMITTEE CONFERENCE CALL RE PLAN AND CONFIRMATION ISSUES |
| 08/20/13 | Perlstein, William | 1.50 | 1,672.50 | PARTICIPATE IN FULL COMMITTEE CONFERENCE CALL RE PENDING OBJECTIONS |
| 08/21/13 | Perlstein, William | 1.50 | 1,672.50 | PARTICIPATE IN FULL COMMITTEE CONFERENCE CALL FOLLOWING DISCLOSURE STATEMENT HEARING |
| 08/22/13 | Perlstein, William | 1.50 | 1,672.50 | PARTICIPATE IN FULL COMMITTEE CONFERENCE CALL RE POST HEARING ISSUES |
| | | 11.30 | 12,599.50 | |
| <u>B160 - FEE/EMPLOYMENT APPLICATIONS</u> | | | | |
| 08/02/13 | Loveland, Benjamin | 0.10 | 68.50 | EMAIL TO MS. RINGER REGARDING FIRST INTERIM FEE STATEMENT |
| 08/07/13 | Loveland, Benjamin | 0.10 | 68.50 | EMAILS WITH MR. PERLSTEIN REGARDING FIRST INTERIM FEE APPLICATION |
| 08/07/13 | Loveland, Benjamin | 0.10 | 68.50 | EMAIL TO MS. RINGER REGARDING FILING OF FIRST INTERIM FEE APPLICATION |
| 08/07/13 | Luongo, Louise A. | 1.30 | 442.00 | ATTEND TO FINALIZING FIRST INTERIM FEE APPLICATION AND EXHIBITS FOR FILING |
| 08/21/13 | Loveland, Benjamin | 0.30 | 205.50 | REVIEW AND REVISE MONTHLY FEE STATEMENT |
| 08/21/13 | Luongo, Louise A. | 1.00 | 340.00 | ATTEND TO COMMENTS MADE BY MR. LOVELAND IN CONNECTION WITH SEVENTH MONTHLY FEE STATEMENT (.2); UPDATE SEVENTH MONTHLY FEE STATEMENT (.4); PREPARE LETTER TO MORRISON & FOERSTER IN CONNECTION WITH SERVICE OF SEVENTH MONTHLY FEE STATEMENT, INCLUDING UPDATING SUMMARY CHARTS (.4) |
| 08/22/13 | Luongo, Louise A. | 0.50 | 170.00 | UPDATE SEVENTH MONTHLY FEE STATEMENT |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------|-------|----------|--|
| 08/27/13 | Loveland, Benjamin | 0.10 | 68.50 | EMAILS WITH MS. LUONGO REGARDING FINALIZING SEVENTH MONTHLY FEE STATEMENT |
| 08/27/13 | Luongo, Louise A. | 0.30 | 102.00 | EMAILS AND CONFERENCE WITH MR. LOVELAND IN CONNECTION WITH SEVENTH MONTHLY FEE STATEMENT (.2); CONFERENCE WITH MS. THOMPSON IN CONNECTION WITH SERVICE OF SEVENTH MONTHLY FEE STATEMENT (.1) |
| 08/28/13 | Loveland, Benjamin | 0.10 | 68.50 | EMAILS WITH MS. RINGER AND MR. PERLSTEIN REGARDING US TRUSTEE'S OBJECTION TO INTERIM FEE APPLICATIONS |
| 08/28/13 | Luongo, Louise A. | 0.30 | 102.00 | FINALIZE AND EMAIL TO MS. THOMPSON FINAL SEVENTH MONTHLY FEE STATEMENT FOR SERVICE |
| 08/28/13 | Thompson, Yolande | 0.30 | 105.00 | COORDINATE SERVING COVER LETTER AND SEVENTH MONTHLY FEE STATEMENT VIA HAND DELIVERY AND FEDEX TO NOTICE PARTIES |
| | | 4.50 | 1,809.00 | |

C100 - COURT HEARINGS

| | | | | |
|----------|--------------------|------|----------|-------------------------------------|
| 08/21/13 | Perlstein, William | 2.80 | 3,122.00 | ATTEND DISCLOSURE STATEMENT HEARING |
| | | 2.80 | 3,122.00 | |

D101 - RESEARCH AND OTHER LEGAL SERVICES PROVIDED BY WILMERHALE IN CONNECTION WITH ITS ROLE AS SPECIAL COUNSEL

| | | | | |
|----------|--------------------|------|----------|--|
| 08/02/13 | Perlstein, William | 0.60 | 669.00 | REVIEW BRADLEY ARANT MEMO RE ONGOING OBLIGATIONS (.4), EMAIL KRAMER RE SAME (.2) |
| 08/05/13 | Perlstein, William | 0.50 | 557.50 | MEMO TO BRADLEY ARANT RE NMS OBLIGATIONS |
| 08/06/13 | Perlstein, William | 1.30 | 1,449.50 | TELECONFERENCE WITH MS. SHARRET (KRAMER) RE NMS OBLIGATIONS, BRADLEY ARANT MEMO (.5); REVIEW BRADLEY ARANT LETTER AND NMS EXHIBITS (.5); DRAFT EMAIL FOR COMMITTEE RE ONGOING NMS OBLIGATIONS (.3) |
| 08/08/13 | Perlstein, William | 1.10 | 1,226.50 | REVIEW OBJECTIONS TO FGIC SETTLEMENT (.5); REVIEW SUPPLEMENTAL TERM SHEET (.6) |

| Date | Timekeeper | Hours | Value | Description |
|----------|--------------------|-------|--------------|--|
| 08/12/13 | Perlstein, William | 0.60 | 669.00 | TELECONFERENCE WITH BRADLEY ARANT, MORRISON & FOERSTER, KRAMER RE DOJ/NMS OBLIGATIONS |
| 08/13/13 | Perlstein, William | 0.60 | 669.00 | REVIEW SCRA SPREADSHEET (.3); EMAIL KRAMER RE SAME (.3) |
| 08/14/13 | Perlstein, William | 2.20 | 2,453.00 | REVIEW KRAMER MEMOS RE CASE ISSUES (.3); REVIEW DRAFT DISCLOSURE STATEMENT AND SUBMIT COMMENTS ON FEDERAL ISSUES (1.7); REVIEW BRADLEY ARANT UPDATE MEMO (.2) |
| 08/16/13 | Perlstein, William | 2.00 | 2,230.00 | REVIEW OCWEN APA RE INDEMNITY AND EMAIL KRAMER RE SAME (.4); REVIEW DRAFT DISCLOSURE STATEMENT AND DRAFT DISCLOSURE STATEMENT REPLY (.4); DRAFT EDITS FOR KRAMER (.6); REVIEW PROPOSED DISCLOSURE STATEMENT CHANGES (.6) |
| 08/19/13 | Perlstein, William | 2.30 | 2,564.50 | REVIEW FILED DISCLOSURE STATEMENT AND REPLY TO DISCLOSURE STATEMENT OBJECTIONS PRIOR TO HEARING (1.6); REVIEW KRAMER COMMITTEE UPDATE (.2); EMAILS TO KRAMER AND MORRISON & FOERSTER RE IFR PROFESSIONALS EXTENSION (.2); REVIEW DEBTORS' SCRA UPDATE (.3) |
| 08/20/13 | Perlstein, William | 0.50 | 557.50 | REVIEW LATEST PLAN DRAFT PRIOR TO DISCLOSURE STATEMENT HEARING |
| 08/21/13 | Perlstein, William | 0.40 | 446.00 | CONFER WITH MR. MANNAL RE FOLLOW-UP |
| 08/22/13 | Perlstein, William | 0.50 | 557.50 | REVIEW AND COMMENT ON DISCLOSURE STATEMENT CHANGES, BALLOT |
| | | 12.60 | 14,049.00 | |
| Total | | | <u>31.20</u> | |

| Date | Cost | Description |
|----------|--------|---|
| 08/02/13 | 7.56 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 7.56 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 16.89 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 16.89 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 16.89 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 16.89 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 26.13 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 26.13 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 26.13 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 26.13 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/02/13 | 46.86 | COURIER SERVICES URBAN EXPRESS; INV: 474642(MAY 31 2013); COURIER SERVICES - Y. THOMPSON -- MICHAEL EDEBOHLS |
| 08/08/13 | 12.93 | COURIER SERVICES URBAN EXPRESS; INV: 477611(JUN 30 2013); COURIER SERVICE -- MICHAEL EDEBOHLS |
| | 298.71 | |

Total \$ 298.71

LEGAL SERVICES

| Timekeeper | Title | Hours | Rate | Total |
|----------------------|---------------|-------|----------|-------------|
| Perlstein, William | Partner | 26.70 | 1,115.00 | 29,770.50 |
| Loveland, Benjamin | Sr. Associate | 0.80 | 685.00 | 548.00 |
| Thompson, Yolande | Paralegal | 0.30 | 350.00 | 105.00 |
| Luongo, Louise A. | Paralegal | 3.40 | 340.00 | 1,156.00 |
| Total Legal Services | | 31.20 | | \$31,579.50 |

B150 Meetings of and Communications with Creditors

| Timekeeper | Hours | Rate | Total |
|---|--------------|----------|------------------|
| Perlstein, William | 11.30 | 1,115.00 | 12,599.50 |
| Total B150 Meetings of and Communications with Creditors | 11.30 | | 12,599.50 |

B160 Fee/Employment Applications

| Timekeeper | Hours | Rate | Total |
|---|-------------|--------|-----------------|
| Loveland, Benjamin | 0.80 | 685.00 | 548.00 |
| Luongo, Louise A. | 3.40 | 340.00 | 1,156.00 |
| Thompson, Yolande | 0.30 | 350.00 | 105.00 |
| Total B160 Fee/Employment Applications | 4.50 | | 1,809.00 |

C100 Court Hearings

| Timekeeper | Hours | Rate | Total |
|----------------------------------|-------------|----------|-----------------|
| Perlstein, William | 2.80 | 1,115.00 | 3,122.00 |
| Total C100 Court Hearings | 2.80 | | 3,122.00 |

D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel

| Timekeeper | Hours | Rate | Total |
|---|--------------|----------|------------------|
| Perlstein, William | 12.60 | 1,115.00 | 14,049.00 |
| Total D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel | 12.60 | | 14,049.00 |

DISBURSEMENTS

| Description | Total |
|-----------------------------|-----------------|
| COURIER SERVICES | 298.71 |
| Total Disbursements: | \$298.71 |